



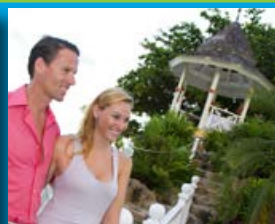
REAL ESTATE X FUND



PROSPECTUS



REAL ESTATE X FUND



A copy of this Prospectus having attached thereto the documents required to be attached thereto by sub-section 372 (5) of the Companies Act, 2004 was delivered to the Registrar of Companies pursuant to section 372((3) of the said Act and was registered pursuant to sub-section 372(4) of the said Act by the Registrar of Companies on the 13th day of September, 2013. The Registrar of Companies accepts no responsibility whatsoever for the contents of this Prospectus.

A copy of this Prospectus was also delivered to the Financial Services Commission ("FSC") for the purposes of the registration of the Company as an issuer pursuant to section 26 of the Securities Act and the Company was so registered on the 13th day of September 2013. The FSC has neither approved this Prospectus nor passed upon the accuracy or adequacy of this Prospectus.

This Prospectus is intended for use in Jamaica only and is not to be construed as an invitation to any person outside Jamaica to subscribe or apply for any of the Shares.

The Directors of Sagicor Real Estate X Fund Limited, whose names appear in Section 3 of this document, are the persons responsible for the information contained in this document. To the best of the knowledge and belief of such Directors, who have taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information. Each of such persons accepts responsibility accordingly.

No person is authorized to provide information or to make any representation whatsoever in connection with this Prospectus, which is not contained herein.

PROSPECTUS
BY
SAGICOR REAL ESTATE X FUND LIMITED
OF UP TO 200,000,000 ORDINARY SHARES (EXTENDABLE ON DEMAND TO 500,000,000)
IN THE CAPITAL OF THE COMPANY AT A FIXED PRICE OF J\$5.00 PER SHARE
payable in full on application
of which 100,000,000 Shares are reserved for subscription by Sagicor Sigma
Unit Holders at J\$4.95 per share, payable in full on subscription

The Subscription List will open at 9:00 am on September 24, 2013 and will close at 4:30 pm on October 18, 2013 subject to the right of the Company to close the Subscription List at any time without notice if subscriptions have been received for the full amount of the Shares available for subscription and subject also to the right of the Company to extend the closing beyond that date. Applications for Shares should be made on the original Application Form provided at the end of this Prospectus or on the Application Form posted on any web site as an integral part of this Prospectus. Subscriptions should be for multiples of 100 Shares subject to a minimum of 100 Shares. The procedure for completing the Application Form and the terms and conditions of the Prospectus are set out on the reverse side of the Application Form and in Section 20.

An Application has been submitted to the Board of Directors of the Jamaica Stock Exchange for the whole of the issued ordinary share capital of the Company to be listed on the Jamaica Stock Exchange. It is anticipated that the ordinary shares will be converted into stock units and will be listed within twenty-one (21) days after the close of the Subscription Lists, provided such listing is not affected by Rule 411 A (v) of the Jamaica Stock Exchange Rules. However, the foregoing statement regarding the Company's intention to list its stock unit on the JSE is not to be construed as a guarantee that the Shares will be listed or if listed will be so listed within the time stated. If the stock units are listed, dealings will commence immediately after such listing. If the stock units are not so listed, Sagicor Real Estate X Fund Limited will not accept Applications for Shares and it will not proceed with the allotment of Shares pursuant to this Prospectus. Accordingly, all monies received from subscribers in response to this Prospectus will be refunded, without interest, within seven (7) days after the Jamaica Stock Exchange has notified the Company of its decision to decline the listing application and in any event within forty-eight (48) days after the issue of this Prospectus.

The date of this Prospectus is September 10, 2013

SHARE CAPITAL AND INDEBTEDNESS

	Number	
Authorised		
(a) Ordinary shares	5,000,000,000	US\$5,000,000,000.00
(b) Special Share	1	US\$1,000.00 ¹
		US\$5,000,001,000.00
<u>Issued & Fully Paid</u>		
(a) Ordinary shares of J\$1.00.each		1.00
(b) Special Share of J\$1.00	1	100,000.00
		100,001.00
<u>Now Available for Subscription</u>		
By the Company in this IPO - ordinary shares 100,000,000 @J\$4.95 per Share and 100,000,000 at @J\$5.00 per Share ²	200,000,000	J\$ 995,000,000.00

The authorised capital of the Company is US\$5,000,001,000.00 out of which it may issue shares in US\$ or J\$ par value. The ordinary shares being issued will have a par value of J\$1.00. The ordinary shares for which subscriptions are invited by this Prospectus and which are the subject of this IPO by the Company will, when issued, be converted into stock units. The Special Share is held by Sagicor Jamaica. The purpose of the Special Share is to ensure that the structure of the investment is not subverted by investors who may acquire substantial interest in the Company. The Special Share carries no right to participate in dividends or distribution of capital except on a winding-up.

Of the maximum 500,000,000 Shares available for subscription in this IPO, 100,000,000 (“the Reserved Shares”) have been reserved for subscription by Sagicor Sigma Unit Holders at the subscription price of J\$4.95 per share. Reserved Shares not subscribed by Sagicor Sigma Unit Holders will be available for subscription by other investors at the general IPO price of J\$5.00 per share.

The Special Share held by Sagicor Jamaica was acquired in consideration for incorporation and start-up expenses not exceeding J\$150,000.00. The ordinary share and all of the ordinary shares which are the subject of this Prospectus rank *pari passu* with each other and with all other ordinary shares of the Company. Accordingly they will all rank equally for dividends and other distributions hereafter declared, paid or made on the ordinary share capital of the Company.

INDEBTEDNESS

At the close of business on September 6, 2013 (“the Preparation Date”) the Company had no outstanding debentures, debenture stock, mortgages or any other form of loan stock or borrowings or other indebtedness nor any guarantees or contingent liabilities. The Company has been incurring legal, accounting and financial advisory fees, printing costs, registration fees and the like in connection with the transaction contemplated by this Prospectus (“IPO Expenses”). Sagicor Sigma has undertaken to pay all IPO Expenses which are not expected to exceed J\$30,000,000.00. **The Shares for which subscription is invited by the Company in this IPO are not underwritten.**

¹The special share has a par value of US\$1,000 and is converted for accounting presentation into Jamaican dollars (J\$) at the rate of US1.00 = J\$100.00.

²This assumes that subscriptions are received for up to the minimum number of shares offered for subscription. If subscriptions are received and accepted for the maximum number of shares (being 500,000,000) then the total subscription would be J\$2,495,000,000.00.

Table of Contents

1.	DEFINITIONS.....	4
2.	IMPORTANT NOTICE & DISCLAIMER.....	6
3.	DIRECTORS, SECRETARY & ADVISORS TO THE IPO	9
4.	SUMMARY OF IPO.....	11
5.	IPO DETAILS.....	15
6.	PRE-IPO TRANSACTIONS.....	18
7.	RISK FACTORS	20
8.	THE COMPANY	26
9.	INVESTMENT STRUCTURE.....	28
10.	THE PROPERTIES.....	31
11.	THE SIGMA UNIT TRUST & THE REAL ESTATE PORTFOLIO	49
12.	MANAGEMENT DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.....	53
13.	PROJECTED FINANCIAL STATEMENTS.....	77
14.	MANAGEMENT, ADMINISTRATION & CORPORATE GOVERNANCE	98
15.	DIVIDEND POLICY	103
16.	ACCOUNTANTS' REPORT.....	104
17.	STATUTORY & GENERAL INFORMATION.....	110
18.	CONSENTS.....	121
19.	DOCUMENTS AVAILABLE FOR INSPECTION.....	122
20.	APPLICATION PROCEDURE	123

1. DEFINITIONS

The following definitions apply throughout this Prospectus unless the context otherwise requires:

“Articles”	the Articles of Association of the Company
“Application Form”	the subscription form for Shares in the IPO and the term “Application” shall be construed as a subscription for Shares
“Auditors”	Deloitte & Touche
“Business Day”	any day (other than a Saturday, Sunday or public general holiday) on which banks are opened for business in the Corporate Area of Kingston & Saint Andrew, Jamaica
“the Company” or “X FUND”	Sagicor Real Estate X Fund Limited, an international business company established under the International Business Companies Act, 1999 (as amended) of Saint Lucia
“Directors” or “Board”	the Board of Directors of the Company including a duly authorized committee thereof.
“Dollars” or “J\$”	Jamaican dollars
“FSC”	the Financial Services Commission
“Government”	the Government of Jamaica
“Investors”	subscribers for Shares in the IPO
“IPO”	this initial public offer whereby the public is invited to subscribe for Shares to be issued by the Company.
“IPO & Listing”	all costs incurred in connection with the IPO and the listing of Shares on the JSE including but not limited to (i) legal fees; (ii) accountant’s fees; (iii) Lead Brokers’ fees; (iv) registration fees payable to the Registrar of Companies in Jamaica and the Registrar of International Business Companies in Saint Lucia and the FSC; (v) the JSE listing fees; (vi) printing and promotional expenses; (vii) registrar and issuing agent’s fees and (viii) all other expenses and disbursements associated with the IPO and the listing of the Shares
“JSE” or “the Exchange”	the Jamaica Stock Exchange

“ JSE Rules ”	the rules made by the JSE from time to time
“ JCSD ”	The Jamaica Central Securities Depository
“ Lead Broker ”	Sagicor Investments Jamaica Limited previously known as Pan Caribbean Financial Services Limited
“ List ”	the Subscription List applicable to the IPO
“ PIF ”	Sagicor Pooled Investment Funds Limited, a wholly-owned subsidiary of Sagicor Jamaica
“ Properties ”	the twelve (12) properties transferred to the Sigma Real Estate Portfolio which are more particularly described in Section 9 of this Prospectus
“ Reserved Shares ”	the 100,000,000 Shares reserved for priority subscription by Sagicor Sigma Unit Holders
“ Sagicor Jamaica ”	Sagicor Life Jamaica Limited, a company incorporated under the law of Jamaica
“ Sagicor Sigma ”	Sagicor Sigma Funds (formerly Sigma Fund), a unit trust registered under the Unit Trust Act of Jamaica
“ Sagicor Sigma Unit Holder ”	a holder of unit(s) in Sagicor Sigma (excluding Sagicor Jamaica, PIF and other Sagicor-controlled companies)
“ Shareholders ”	includes stockholders and <i>vice versa</i>
“ Shares ”	include stock units and <i>vice versa</i>
“ Sigma Real Estate Portfolio ”	Sagicor Sigma Funds–Sigma Real Estate, a segregated real estate portfolio constituted within Sagicor Sigma Funds and now comprised of the Properties
“ Special Share ”	the special rights redeemable preference share issued to Sagicor Jamaica
“ Subscribers ”	subscribers in the IPO

In this Prospectus, the singular includes the plural and *vice versa* references to one gender include all other genders.

2. IMPORTANT NOTICE & DISCLAIMER

2.1 If you are in doubt about the contents of this Prospectus, you should consult your stockbroker, securities adviser, investment adviser, bank manager, attorney-at-law, professional accountant or other professional adviser.

2.2 You should not subscribe for any of the Shares unless you have received and read or had the opportunity to read this Prospectus. You should rely only on information contained in, or incorporated by reference in this Prospectus. No one has been authorized by the Company (“X FUND”) to provide you with different or additional information. The Shares are available for subscription only in Jamaica. The Prospectus does not constitute, and may not be used for the purposes of, an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised, or to any person to whom it is unlawful to make such offer or solicitation. The distribution of this Prospectus and the offering of Shares in certain jurisdictions may be restricted and, accordingly, persons into whose possession this Prospectus may come are required to inform themselves about, and to observe, such restrictions.

2.3 The Shares have not been nor will they be registered or qualified under the United States Securities Act, 1933, as amended (the “1933 Act”) or any applicable Blue Sky law or other securities law of any State or political sub-division of the United States of America. The Shares may not be offered, sold, transferred, or delivered, directly or indirectly in the United States of America, its territories or possessions or any area subject to the jurisdiction of the United States or in any other country in which an invitation to subscribe for the Shares or the offering of the Shares is not permitted by applicable law.

2.4 The Directors of the X FUND do not claim the accuracy of the information in this Prospectus as of any date other than the Preparation Date.

2.5 This Prospectus contains forward-looking statements. Specifically, forward-looking statements are found in Sections 11 and 12 including the financial projections. Forward-looking statements are also found in other places throughout the document and may be identified by accompanying language such as “*expects*”, “*intends*”, “*anticipates*”, “*estimates*” and other cognate or analogous expressions or by qualifying language or assumptions. These statements involve both known and unknown risks, uncertainties and other important factors that could cause the actual results or outcome to differ materially from the forward-looking statements or projections.

2.6 These risks, uncertainties and other factors beyond the control of X FUND include among others:

- (a) general economic and business conditions (both locally and regionally);

- (b) competition;
- (c) changes in political, social and economic conditions impacting adversely on the real estate market in general and X FUND in particular;
- (d) regulatory initiatives adversely affecting the real estate market or X FUND in particular;
- (e) compliance with governmental regulations;
- (f) natural disasters such as earthquake, hurricane;
- (g) changes in tax policy, the application of tax laws and the like.

2.7 If you are thinking of purchasing Shares in X FUND you are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this Prospectus. X FUND and Sagicor Investments, (the latter as lead broker) expressly disclaims an obligation or undertaking to distribute any updates or revision to any forward-looking statements or to reflect changes in subscriber's expectations with regard to those statements or any changes in events, conditions or circumstances on which any forward-looking statement is based.

2.8 Prospective Investors should be aware that the price of the Shares and the income derived from them can, in common with other Shares, go down as well as up. There is no assurance that the investment objectives of X FUND will be actually achieved.

2.9 Neither the FSC, nor the Registrar of Companies or any other Government agency or regulatory authority in Jamaica has made any determination as to the accuracy or adequacy of the matters contained in the Prospectus.

2.10 The Lead Broker and any other selling agent or dealer has not separately verified the information contained in this Prospectus. Neither the Lead Broker nor any other selling agent or dealer makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in this Prospectus. Prospective Investors should ensure that they understand the nature of the Shares and the extent of their exposure to risk and that they consider the suitability of the Shares as an investment in light of their own circumstances and financial condition.

2.11 For convenience, the website addresses of certain parties have been provided in this Prospectus. In addition the Prospectus may be posted on various websites such as the websites of the Lead Broker (www.sagicorinvestmentsja.com), Sagicor Jamaica (www.sagicorjamaica.com) and the web site of other stockbrokers. Jamaica Stock Exchange has also approved the publication of the Prospectus on its website and, accordingly, in accordance with Rule 403 of the Rules of the Exchange the Prospectus will be uploaded to the website of the Exchange (www.jamstockex.com). Except as expressly set forth in this Prospectus, no information on such websites should be deemed to be incorporated in, or form part of, this Prospectus and X FUND

assumes responsibility for the information contained on such websites.

2.12 This Prospectus may be sent to you in electronic form. You are reminded that documents transmitted via that medium may be altered or changed during the process of transmission and consequently neither the Company nor the Lead Broker nor any of their directors, officers employees or advisers accepts any responsibility whatsoever in respect of any difference between the Prospectus delivered to any prospective investors in electronic form and the hard copy version registered with the Registrar of Companies.

2.13 Notwithstanding anything herein, this Prospectus does not constitute and is not intended to be an offer by or on behalf of X FUND to sell any of the Shares. It is instead an invitation to treat. An Investor who submits an Application Form shall be deemed to be making an offer to subscribe for Shares in X FUND. X FUND may or may not accept such offer. Acceptance of any such offer will occur only by way of allotment of Shares by X FUND. In submitting an Application Form each Investor acknowledges the foregoing legal effect of the Prospectus and of subscriptions and applications for Shares.

3. DIRECTORS, SECRETARY & ADVISORS TO THE IPO

Directors of X FUND		
<i>Name</i>	<i>Address</i>	<i>Description</i>
Richard Byles B.Sc., M.Sc.	10 Bracknell Avenue Kingston 6	Company Executive
Rohan Miller B.Sc. (Hons.); MBA	10 Norbury Close Kingston 8	Director
Michael Fraser, C.L.U.	38 Norbrook Drive Kingston 8	Company Executive
Patricia Downes-Grant B.A; M.A. (Econ); MBA; DBA	7 Edgehill Heights St. Thomas BB22020, Barbados	Director
Stephen McNamara	1 Golf Ridge, Cap Estate, Quarter of Gros Islet, Saint Lucia	Director
R. Danvers (“Danny”) Williams O.J., C.D., Hon. LL.D, J.P., CLU	Bamboo Lodge, Irish Town, St. Andrew	Director
<i>Secretary of X FUND</i>		<i>Registrar and Transfer Agent</i>
McNamara Corporate Services Inc. 20 Micoud Street, Castries, Saint Lucia		Sagicor Bank Jamaica Limited 60 Knutsford Boulevard, Kingston 5, Jamaica
<i>Registered Office</i>		<i>Registered Address for Service in Jamaica</i>
20 Micoud Street Castries Saint Lucia		Sagicor Life Jamaica Limited R. Danny Williams Building 28-48 St. Barbados Avenue Kingston 5, Jamaica

PROFESSIONAL ADVISORS

Attorneys-at-Law to the IPO

Patterson Mair Hamilton
Attorney-at-Law
Temple Court
85 Hope Road
Kingston 6

Auditors

Deloitte & Touche
7 West Avenue
Kingston Gardens
Kingston 4
Jamaica

Lead Broker & Financial Advisor

Sagicor Investments Jamaica Limited
60 Knutsford Boulevard
Kingston 5

Registrar and Transfer Agent

Sagicor Bank Jamaica Limited
60 Knutsford Boulevard
Kingston 5

4. SUMMARY OF IPO

4.1 The following summary information is derived from, and should be read in conjunction with, the full text of this Prospectus. The summary is not complete and does not contain all the information that may be important to prospective Investors.

4.2 Prospective Investors are advised to read the entire Prospectus carefully before making an investment decision about this IPO. **Specific attention of the Investors is invited to the Risk Factors in Section 7 of this Prospectus.** Any decision to invest in the Shares should be based on consideration of this Prospectus, as a whole, including any document incorporated therein by reference.

4.3 If you, as a prospective Investor, have any queries about any information contained in this document, you should consult your stockbroker or securities dealer, investment adviser, attorney-at-law, professional accountant or other professional advisor.

I. BUSINESS & USE OF IPO PROCEEDS

4.4 Sagicor Real Estate X Fund Limited (“X FUND”) is an International Business Company incorporated in Saint Lucia. Since its incorporation on May 31, 2011 it has not conducted any business on its own account other than to enter into certain agreements in anticipation of this IPO. (See the list of material contacts at paragraph 11 of section 17 of this Prospectus.) X FUND proposes to apply the proceeds of the IPO (“the IPO Proceeds”) to acquire other units in the Sigma Real Estate Portfolio. Pending investment of excess cash in units in the Sigma Real Estate Portfolio, X FUND may invest in other assets including marketable securities. Thereafter the Company will carry on business as a passive investment holding company.

II. TRANSACTION STRUCTURE

4.5 Sagicor Sigma Funds is a duly registered unit trust operating in Jamaica. The Unit Trust is divided into a number (now ten (10)) segregated portfolios including the Sigma Real Estate Portfolio. In April 2013 the Unit Trust, acting through the Sigma Real Estate Portfolio, purchased from Sagicor Jamaica and PIF eleven (11) prime properties and simultaneously acquired sundry-related business assets and liabilities having an aggregate value of J\$9,808,521,487.44 (“the Properties”). In general the Properties were transferred under agreements for sale based on their market value as at December, 2012. The purchase price was satisfied by the Sigma Real Estate Portfolio issuing 2,652,168,095 units to Sagicor Jamaica and 8,073,305,630 units to PIF.

X FUND has entered into an option to purchase up to 5 billion units from the Sigma Real Estate

Portfolio at the prevailing unit trust buyer's price at the time of the purchase. The option may be exercised at any time and from time to time within the 5-year period commencing after the close of the IPO. By this IPO X FUND intends to raise the requisite cash to exercise the option. In consideration for the foregoing option, X FUND granted to Sagicor Jamaica and PIF an option to subscribe for further Shares to be issued by X FUND not exceeding the number of Shares which when added to those issued in the IPO would be equal to 80% of the fully-diluted ordinary share capital of X FUND. The subscription options granted to Sagicor Jamaica and PIF are exercisable at the same price per Share (J\$5.00) as the subscription price in this IPO at any time prior to the listing of the Shares on the JSE but may be satisfied by Sagicor Jamaica and/or PIF transferring units in the Sigma Real Estate Portfolio to X FUND.

III. PROPERTIES

4.6 X FUND, as holder of units in the Sigma Real Estate Portfolio expects to derive income from such units. Sigma Real Estate Portfolio in turn expects to derive rental income and/or realized capital gains from twelve (12) Properties acquired by it from Sagicor Jamaica and PIF. Eleven (11) Properties (including 3 hotels, namely, The Jewel Dunn's River Beach Resort and Spa, Jewel Runaway Bay Beach & Golf Resort and Jewel Paradise Cove Beach Resort & Spa) are currently generating income from rentals and hotel operations. The twelfth Property, being Seymour Avenue, is an undeveloped property with potential to generate return profit from development. At the present time, there are no definitive plans for its development. Further details of each Property appear under the Section 10. The total market value of all twelve (12) Properties transferred to Sigma Real Estate Portfolio is shown below together with the net asset transferred along with the Properties were as follows:

- (a) J\$5,155,450,000.00 (all properties other than hotels);
- (b) US\$37,000,000.00 (The Jewel Dunn's River Beach Resort and Spa);
- (c) US\$30,000,000.00 (Jewel Runaway Bay Beach & Golf Resort);
- (d) US\$17,000,000 (Jewel Paradise Cove Beach Resort & Spa)
- (e) J\$249,682,728.20 (collateral assets transferred net of liabilities assumed).

On May 1, 2013 Sigma Real Estate Portfolio completed the acquisition of the former Royal DeCameron Fun Caribbean Resort (formerly Hedonism III) which has been re-branded as Jewel Paradise Cove Beach Resort & Spa. The purchase price was US\$12,450,000.00 (market value as per valuation US\$17,000,000 to US\$19,000,000) and was funded initially by Sagicor Jamaica and or PIF. On completion Sagicor Sigma "repaid" Sagicor Jamaica and or PIF by issuing units to them based on the prevailing unit buying price as at the issue date.

IV CAPITAL STRUCTURE

4.7 X FUND has two classes of shares; namely

- (a) a Special Share which carries 51% of the votes at general meetings but no right to dividend or to receive any distribution of assets on a winding-up except the US\$1.00 which was subscribed for the Special Share; and
- (b) ordinary shares each of which shall have one vote on a poll and which will have the usual right to receive dividends and to participate in the assets of the Company on a winding-up. Each ordinary share has a par value of J\$1.00.

Each of the following proposals is deemed to be a proposed variation of the rights attaching to the Special Share and is only effective with the consent in writing of Sagicor Jamaica, as holder of the Special Share, namely: (i) modification or termination of the Administrative Services Agreement; (ii) the amendment, or removal or alteration of the effect of all or any of the provisions in the Memorandum of Association or the Articles of Association of the Company setting out the rights and privileges attaching to the Special Share or otherwise concerning the Special Share.

V. IPO STATISTICS

1. IPO Sale Price	J\$5.00 (J\$4.95)
2. Minimum Number of Shares Available for subscription	200,000,000
3 Market Capitalisation after the IPO	J\$4,995,000,000 ³
4. Gross Proceeds of the IPO	J\$995,000,000 ⁴
5 <i>Pro forma</i> forecast earnings per Share	J\$0.21
6 Price/book value	1.00
7. <i>Pro forma</i> net tangible asset	J\$5,000,000,000

4.8 The statistics set out above are based on the minimum number of Shares (200,000,000) available for subscription. If the IPO is not fully subscribed the minimum number of Shares would not be issued and the market capitalization at the IPO price and the gross proceeds of the IPO would fall; the net tangible asset would be reduced but the pro forma forecast earnings per Share should be higher. Note also that Sagicor and PIF are holding options to subscribe, at the IPO Price, for shares aggregating up to 80% of the issued share capital of X FUND which options must be exercised before the Shares are listed for trading on the Jamaica Stock Exchange.

³ This is the total market capitalization of X Fund and assumes that all the minimum 200,000,000 shares in the IPO are fully subscribed and that Sagicor and PIF exercise their options to acquire a further 800,000,000 shares (being 80% of the total issued share capital at J\$5.00 per Share.

⁴ Assume that 100,000,000 Reserved Shares are subscribed by Sagicor Sigma Funds unit holders at J\$4.95 per Share and the remaining 100,000,000 at J\$5.00 per Share. This sum does not include any shares which Sagicor and PIF may purchase pursuant to their option.

VI X FUND'S RESPONSIBILITY

4.9 X FUND has made all reasonable inquiries, accepts responsibility for and confirm that this Prospectus contains all information with regard to X FUND and the IPO, which is or may be material in the context of the IPO. X FUND further confirms that the information contained in this Prospectus is true and correct and not misleading in any material respect. The opinions and intentions expressed herein are honestly held and there are no other facts, the omission of which makes this document, as a whole, or any of such information or expressions of such opinions or intentions, misleading in any material respect.

4.10 Forward-looking statements are based on reasonable assumptions but investors should note that projections and other forward-looking information may be influenced by factors that could cause actual outcome and results to be materially different from those projected. Prospective investors in X FUND are cautioned not to place undue reliance on these forward-looking statements.

5. IPO DETAILS

(a) General Overview.

This Prospectus contains an initial public offer (“IPO”). In the IPO, X FUND is inviting subscription for 200,000,000 Shares (extendable to 500,000,000 Shares) at the subscription price of J\$5.00 per share with 100,000,000 Shares being reserved at J\$4.95 for unit holders in the Sagicor Sigma Funds. The subscription list in the IPO will open at 9.00 a.m. on September 24, 2013 and will close at October 18, 2013 or at any time before that date.

(b) IPO by X FUND

IPO Issuer	Sagicor Real Estate X Fund Limited, an international business company incorporated under the International Business Companies Act, 1999 of Saint Lucia (called “X FUND” for short)
Securities Available for subscription	500,000,000 ordinary shares in the capital of X FUND of which 100,000,000 (the Reserved Shares) are reserved for priority subscription by Sagicor Sigma Unit Holders
Subscription Price	J\$5.00 per Share but Reserved Shares subscribed by Sagicor Sigma Fund unit holders will be at J\$4.95 per Share
How Payable	In full on application
Minimum Subscription	100 Shares or J\$500.00 (J\$495.00 in the case of Sagicor Sigma Funds unit holders subscribing for Reserved Shares)
Maximum IPO Capitalisation	100,000,000 x J\$4.95 = J\$495,000,000 400,000,000 x J\$5.00 = <u>J\$2,000,000,000</u> = J\$2,495,000,000
Use of Proceeds of IPO	Investment in additional Units of the Sigma Real Estate Portfolio and other properties and marketable securities

(c) Information applicable to IPO

Prospectus Publication Date	September 16, 2013
Subscription List Opens	9.00 a.m. on September 24, 2013
Subscription List Closes	4.30 p.m. on October 18, 2013 ¹ . Subject to right of X FUND to close at anytime after the IPO is fully subscribed.
Basis of Allotment	“First come first served basis”
Announcement of Allotment	By October 28, 2013 ²

Refund Cheques	By October 25,2013
Listing	By November 4. 2013 (subject to JSE approval)
Sponsoring Broker	Sagicor Investments Jamaica Limited

Notes

1. The Subscription List may close at anytime after the IPO is fully subscribed. Notice of such closure will be immediately published on the Sagicor Investments website (www.sagicorinvestmentsja.com) and the Sagicor Jamaica website (www.sagicorja.com) and will be sent to the JSE. The JSE may elect to publish the notice on its web site (www.jamstockex.com). Notice will also be sent to the local Press.
2. Announcement of allotment will be made on Sagicor Investments' and Sagicor Jamaica's web sites at www.sagicorinvestmentsja.com and www.sagicorja.com) respectively and notified to the JSE and the local Press.
3. The JSE may refuse to list the X FUND Shares. Accordingly, no assurance can be given that the Shares will be listed for trading on that market.
4. The allotment of Shares in the IPO is conditional on the issued ordinary share capital of X FUND being listed on the Jamaica Stock Exchange within twenty-one (21) days after the close of the Subscription List. In the event that this condition is not met, X FUND will not proceed with the allotment of the relevant Shares and all subscription monies tendered by Investors for any of the said Shares will be refunded to them without interest within 48 days after the issue of the Prospectus.
5. Each application must be for a minimum of 100 Shares and in multiples of 100 Shares. In the event that subscriptions or applications are received for more Shares than the number of Shares available for subscription and sale in this IPO, X FUND reserves the full, unqualified and absolute right to increase the number of Shares in the IPO in order to satisfy all or part of the applications in excess of the 500,000,000 Shares, which are comprised in the IPO but not exceeding a further 750,000,000 Shares.
6. Applications for Shares should be made in accordance with the procedure set out in Section 18 of this Prospectus and the allotment and allocation of Shares for all categories will be made on the basis set out in that Section. Within three (3) days after close of the Subscription List the Company will deliver to the Jamaica Stock Exchange a signed statement setting out the details and basis of allotment. The basis of allotment of Shares to subscribers will also be announced to the public. A list of allottees will be delivered to the Jamaica Stock Exchange within ten (10) days after the allotment.
7. However, until the Shares are admitted for listing on the Jamaica Stock Exchange, allotment or allocation to subscribers and applicants even if notified to them, shall be provisional only and will be revoked by X FUND if the Shares are not listed on the JSE.

8. **This IPO is not underwritten.** Note however that Sagikor Jamaica and PIF have indicated that they jointly intend to exercise their options to buy Shares at the IPO Price with a view of holding up to 80% of the issued shares of X FUND. The options are exercisable at the IPO Price of J\$5.00 per Share

9. The ownership structure of X FUND, both before and after the IPO, is and will be as shown below.

BEFORE THE IPO:

Shareholders	Shareholding	Total Value	Approx. % Issued Capital
Sagikor Jamaica	1 Special Share	US\$1,000.00	50%
Sagikor Jamaica	1 ordinary Share	J\$1.00	50%
Authorized Share Capital	US\$5,000,001,000		

AFTER IPO

Shareholders	Shareholding	Total Value	Approx. % of Issued Capital
Sagikor Jamaica	1 Special Share	US\$1,000	0.0%
General Public	200,000,000 ordinary shares	J\$995,000,000	20%
Sagikor Jamaica/PIF	800,000,000 ordinary shares	J\$4,000,000,000	80%
Total Issued Shares	1,000,000,000 ordinary shares	J\$4,995,000,000	100%
Total Votes	1,000,000,000 being (a) Sagikor/PIF= 800,000,000 (b) Public = 200,000,000 ⁵		100%
Authorized Share Capital	US\$5,000,001,000		

The foregoing table assumes that the general public subscribes for only 200,000,000 shares in the IPO and that Sagikor and PIF exercise their options to purchase shares constituting 80% of the issued share capital of the Company. The results of the IPO may, of course, be quite different.

⁵ This Table excludes the votes attaching to the Special Share

6. PRE-IPO TRANSACTIONS

6.1 Sagicor Jamaica was the sole legal and beneficial owner of the following prime parcels of real estate; namely:

	<i>General Description</i>	<i>Registered Titles</i>	<i>Recent Valuation</i>
1	10 th Floor, R. Danny Williams Building	Vol. 1309 Fol. 899	J\$120,000,000 to J\$125,000,000 (Allison Pitter & Co.)
2	Montego Bay Shopping Centre	57 strata titles	J\$210,000,000 (Clinton Cunningham & Associates)
3	Montego Bay Freeport	17 separate titles	J\$670,000,000 (Allison Pitter & Co)
4	218 Marcus Garvey Drive	24 strata titles	J\$370,000,000 Clinton Cunningham & Associates
5	78A Hagley Park Road	2 registered titles	J\$170,000,000 D.C Tavares & Finson Realty Co. Ltd
6	23-25 Seymour Avenue & 14 Upper Montrose Road	4 registered titles	J\$346,000,000 D.C Tavares & Finson Realty Co. Ltd.
	Total		J\$1,886,000,000 to J\$1,891,000,000

6.2 PIF is a wholly-owned subsidiary of Sagicor Jamaica. It held a pool of pension fund assets under management by Sagicor Jamaica. PIF was the sole legal owner of the following prime parcels of real estate which it held along with a pool of investment assets on behalf of various pension funds participating in the pooled investment fund.

	<i>General Description</i>	<i>Registered Titles</i>	<i>Recent Valuation (FMV)</i>
1	R. Danny Williams Building (except 10 th Floor)	47 strata titles plus 106 underground parking lots	J\$1,330,000,000 to J\$1,375,000,000 Allison Pitter & Co.
2	Norman Road	10 separate registered titles	J\$853,000,000 (Clinton Cunningham & Associates)
3	The Jewel Dunn's River Beach Resort and Spa	1 registered title	J\$3,663,000,000 ⁶ Allison Pitter & Co.
4	Jewel Runaway Beach & Golf	7 registered titles plus	J\$2,970,000,000 ⁷

⁶ Valuation was US\$37m to US\$38m but was converted (using US\$37m) to J\$ for purposes of the table above at US\$1:J\$99

	Resort	leasehold golf course on 1 title	Allison Pitter & Co.
5	63-67 Knutsford Blvd. (formerly Citigroup Building)	25 strata titles	J\$1,020,000,000 Clinton Cunningham & Associates
6	Spanish Town Shopping Centre	16 strata titles	J\$66,450,000 Clinton Cunningham & Associates
7	Jewel Paradise Cove	9 registered titles	J\$1,683,000,000 to J\$1,881,000,000 ⁸ Allison Pitter & Co.
	Total		J\$11,585,450,000 to J\$11,828,450,000

6.3 The valuation set out above in respect of both sets of Properties is the open market value derived from independent valuation carried out by the professional valuers identified. All valuations, except Jewel Paradise Cove, were undertaken in December 2012. Jewel Paradise Cove was valued in June 2011. It should be noted that a property valuation is a statement of opinion of the valuator as at a point in time and may not necessarily represent the current market value of the property. In particular, the valuation in respect of Jewel Paradise Cove was done over eighteen months ago and may be considered to be out-dated. Note however that this property was acquired by Sigma Real Estate Portfolio on May 1, 2013 in an arm's length purchase for a price of US\$12,450,000.00.

6.4 On February 27, 2013 Sagicor Jamaica and PIF entered into Agreements for Sale with the Trustees of the Sigma Unit Trust whereby Sagicor Jamaica and PIF transferred to Sagicor Sigma the Properties at sale prices which were based on the fair market value (FMV) mentioned above (as determined by the aforesaid professional independent valuations) at a total consideration of J\$1,868,693,927.38 to Sagicor Jamaica for its six (6) Properties (including the 10th floor in the R. Danny Williams Building) and J\$7,939,827,560.06 to PIF for its seven (7) Properties. The twelve (12) Properties have been constituted into a segregated portfolio within Sagicor Sigma Funds called Sigma Real Estate Portfolio. *Note that the reference to twelve (12) properties in this section (instead of thirteen (13)) reflects that fact that the 10th Floor of the R. Danny Williams Building is owned by Sagicor Jamaica whilst the remaining floors of the building were owned by PIF. In other Sections of the Prospectus the R. Danny Williams Building is treated as one Property.*

6.5 The consideration due to Sagicor Jamaica and PIF were satisfied by the Sigma Real Estate Portfolio of Sagicor Sigma issuing to Sagicor Jamaica and PIF 2,652,168,095 units and 8,073,305,630 units respectively at the prevailing unit buying price on the relevant transaction date. No other units have been issued in the Sigma Real Estate Portfolio.

⁷ Valuation was US\$30m to US\$31m but was converted (using US\$30m) to J\$ for purposes of the table above at US\$1:J\$99

⁸ Valuation was US\$17m to US\$19 m but was converted to J\$ for purposes of the table above at US\$1:J\$99

7. RISK FACTORS

7.1 In addition to other information set forth in this Prospectus Investors should, before subscribing for Shares in X FUND consider carefully the risks described below. These risks are not the only ones facing Investors. Additional risks not presently known to the Directors or that the Directors may presently consider to be immaterial may also impair X FUND's operations.

7.2 This Prospectus also contains forward-looking statements that involve risks and uncertainties. X FUND's actual results could differ materially from those anticipated as a result of certain factors, including the risks faced by X FUND described below and elsewhere in this Prospectus. You should read Section 2 entitled "Important Notice & Disclaimer" for more information.

(i) **Risk In Relation To First Issue**

7.3 This being the first public issue of Shares by X FUND, no formal market for the Shares has been established. The subscription price for the Shares has been determined by the Directors on the advice of Sagicor Investments as Sponsoring Broker and Financial Adviser. The IPO price should not be taken to be indicative of the market price of the Shares; after they are listed on the Jamaica Stock Exchange. No assurance can be given regarding active or sustained trading in the Shares of X FUND or regarding the price at which the Shares will be traded subsequent to listing of the Shares on the Jamaica Stock Exchange.

(ii) **Ordinary Stock Price Fluctuations**

7.4 The trading price of the Shares may fluctuate significantly after the IPO and may continue to do so in the future. Some of the reasons for fluctuations in the price of the Shares include but are not limited to:

- announcements of developments related to X FUND's business;
- the issue of additional Shares by X FUND from time to time;
- announcements concerning the Properties;
- announcements concerning Sagicor Sigma in general and Sagicor Sigma Real Estate Portfolio in particular;
- general conditions in the economy, the real estate market, and the markets served by any of the major tenants
- substantial loss or damage to any of the Properties by hurricane, fire and other natural disasters;
- changes in the law regarding several matters including but not limited to taxation, rights of landlords and tenants, planning and the environment.

In addition, prices on the stock market may be particularly subject to volatility. In many cases, the fluctuations may be unrelated to the operating performance of the affected companies. As a result, the price of the Shares could fluctuate in the future without regard to operating performance.

(iii) **Changes in Government Policies**

7.5 The Government of Jamaica may from time to time affect macroeconomic conditions through fiscal and monetary policies, which may have adverse impact on the real estate market, the stock market and the performance of X FUND.

(iv) **Risk relating to Marketability of the Shares**

7.6 The Shares, though listed on the Jamaica Stock Exchange, may not be readily saleable and shareholders who may want to “cash-out” may not be able to do so or may only be able to do so at a discount.

(v) **Risks of hurricane, fire and other Acts of God**

7.7 Material events affecting the Properties could also impact on X FUND’s performance and operating results. The Properties are susceptible to loss or damage by fire, hurricane, earthquake, flood and other perils. Although Sigma Real Estate Portfolio intends to maintain insurance on the Properties against such perils there are numerous factors which could expose Sigma Real Estate Portfolio to loss as a result of a fire, hurricane or other such peril. For instance:

- (a) the insurers could delay settlement or deny liability in respect of a claim for a variety of reasons and even if Sigma Real Estate Portfolio were to ultimately prevail, such delay could prevent the repair or reinstatement of the Property with consequential loss of rental income and exposure to increased costs of repairs or reinstatement;
- (b) an insurer or reinsurer could become insolvent or otherwise be unable to respond to a loss under the policy of insurance;
- (c) loss of rent is not covered under the insurance policy;
- (d) after a loss, the sitting tenant may elect to relocate to other premises or to close operations in the leased premises and Sigma Real Estate Portfolio may be unable to promptly find a suitable replacement tenant.

(vi) **Taxation Risks**

7.8 The transaction model is tax sensitive. Changes in the tax treatment of international business companies in Saint Lucia or unit trusts in Jamaica or of companies listed on the Jamaica Stock Exchange could materially affect the profitability of X FUND. Increase in property taxes or the introduction of any new tax on companies generally or on rental properties could also reduce X FUND’s profit margin.

(vii) **Foreign Currency Risk**

7.9 Although a few leases provide for rent to be paid in United States dollars, as a general rule rent is payable in Jamaican dollars under the leases relating to the Properties. Certain costs such as insurance and refurbishing costs as respects imported materials such as carpets and elevators may be increased as a result of devaluation of the Jamaican dollar relative to the United States dollar and other foreign currencies. Accordingly, Sigma Real Estate Portfolio is exposed to the risk that the value of the future cash flows from rental income may fluctuate because of changes in foreign exchange rates. Sigma Real Estate Portfolio does not, at this point, hedge its foreign exchange risks and it has no current plans to do so.

(viii) **Operational Risks**

7.10 In the execution of its business functions X FUND is exposed to operational risks arising from failures in systems and the processes through which it operates. Critical areas of operational risks include:

- (a) employee errors- such as failure to renew insurance or to insure for the proper value;
- (b) accounting errors, data entry errors; and
- (c) fraud (internal and external) or other criminal activity.

Under the Property Management Agreement between Sagicor Property Services Limited (“Sagicor Property”) and Sagicor Jamaica (in its capacity as managing agent for Sigma Real Estate Portfolio), Sagicor Property is required to indemnify Sigma Real Estate Portfolio against loss or damage caused by the gross negligence, or willful default or fraud of Sagicor Property or any of its employees or agents in the performance of their duties or functions. Sagicor Property seeks to eliminate such risks by maintaining a comprehensive system of internal controls and administrative checks and balances to monitor transactions supported by a robust internal auditing capability. It also maintains an off-site data repository which will enable it to continue operations in the event of catastrophe affecting its operating location.

(ix) **Lessees’ Risks**

7.11 Although Sagicor Property has taken care to select reputable tenants for the Properties nevertheless changes in the business fortune of a tenant could affect its creditworthiness and business practices. Rental income to Sigma Real Estate Portfolio could therefore be affected by counter-party risk under the relevant leases - that is to say the risk that a tenant may be unable or unwilling to pay its rent on the due date. That risk has been ameliorated somewhat, but not substantially, by requiring tenants to place a security deposit with Sagicor Sigma Real Estate Portfolio – typically one month’s rent and in a few cases, two months’.

(x) **Sagicor Jamaica’s Control of X FUND**

7.12 Sagicor Jamaica as the promoter of X FUND has retained control of X FUND through

the Special Share. This is designed to ensure that X FUND is managed and its assets invested in the manner contemplated herein. Nevertheless Sagicor Jamaica's significant influence with respect to the election of directors and approval and disapproval of significant corporate matters may be perceived as adverse to the interest of the other stockholders.

(xi) **Thin market in Company's Shares**

7.13 The Jamaican stock market is relatively small and the market in X FUND's Shares is expected to be relatively thin compared to larger capital markets. That means that trade in small quantities of X FUND's Shares can trigger wide swings (up or down) in the market price of the Shares and make it easier for the stock price to be manipulated. In this IPO the minimum subscription is J\$500 (J\$495 in the case of Sagicor Sigma Unit Holders subscribing for Reserved Shares) for 100 shares and the IPO is directed both at the institutional and retail investor markets.

(xii) **Sale of substantial block of Shares may cause market price to decline**

7.14 If the IPO is fully subscribed or sold and the Shares are listed on the Jamaica Stock Exchange then Sagicor and PIF, which customarily act in concert, would together hold a controlling interest in the Company. The Shares are freely tradable. Sagicor Jamaica and PIF are not restricted in the manner or timing of the disposal of any of their Shares. It is possible that relatively large blocks of Shares may be acquired by pension funds and institutional investors. A sale of a substantial block of Shares by any one or more shareholders may cause the market price of the Shares to materially decline.

(xiii) **The Special Share held by Sagicor Jamaica will deter take-over bids.**

7.15 The fact that Sagicor Jamaica holds the Special Share which gives it control over the election of Directors and other key corporate decisions will make it unlikely that any investor other than Sagicor Jamaica or entities affiliated to Sagicor Jamaica would bid for control of X FUND. Such bid if made would usually be expected to be at a premium above the prevailing trading price of the Shares. Accordingly, the likelihood of stockholders receiving a take-over bid is reduced, perhaps significantly.

(xiv) **Fluctuation Property Value**

7.16 Movement in the market value of the Properties will be reflected in the value of the Shares. Property value may fall for a variety of reasons, including but not limited to, change in government policy or taxation; fall in demand for rentable office and warehouse space (due to economic downturn or other factors triggering a reduction in demand for rentable office and warehouse space) and construction of new and more modern office and warehouse facilities.

(xv) **Changes in the law or regulation affecting Unit Trusts**

7.17 The Shares will derive their value from the units in the Sigma Real Estate Portfolio. Any

change in the law or regulation which impacts (whether adversely or positively on unit trusts) will, most likely, “feed” through to the value of the Shares.

(xvi) **Lack of Diversification**

7.18 The Sigma Real Estate Portfolio is a non-diversified portfolio within the Sagicor Sigma Funds. The lack of diversification means that the Portfolio is particularly exposed to risks affecting the property market.

(xvii) **Withdrawal of concession on withholding tax on income accruing on units in Unit Trust.**

7.19 Gains (both income and capital) accruing upon units in a registered unit trust have, traditionally, been treated as tax free. However, in 1998 the Commissioner of Income Tax advised the then Superintendent of Insurance that a review of the Income Tax Act, as it related to the taxation of unit trusts, had confirmed that income earned on investments in a unit trust was not, in fact, tax-free. The Commissioner further noted that with effect from January 1, 1999 all unit trusts would be required to withhold and pay over the tax from income paid to unit holders at the time of encashment of units. The Commissioner also required the trustees (sic) to specify, presumably in any encashment receipt or similar document, the following information namely:

- (a) the value of the unit as at January 1, 1999 (or the time of purchase if acquired after that date);
- (b) income paid or credited on the relevant units;
- (c) tax withheld; and
- (d) capital gain or loss.

The ruling of the Commissioner seems to have caught the unit trust community by surprise as they appear to have been operating on the basis that all gains (whether income or capital) on units in a unit trust were tax-free. A lobby effort on the part of the four existing unit trusts then in existence (including Sagicor Sigma) then ensued and succeeded in “scotching” the Commissioner’s plan to tax income gains on units in a unit trust. However, the issue could re-surface. X FUND has not taken any tax advice on the merits of the Commissioner’s position. If the Commissioner is correct and the law is enforced, then it would have a material adverse effect on Sagicor Sigma Funds and other unit trusts and by the same token on the value of the Shares.

Not only would units likely fall in value but the administrative burden of disaggregating gains on units between income and capital would inevitably increase the cost of administering a unit trust with consequential increase in management fees. Indeed, computer systems supporting unit trust operations might have to be replaced or upgraded to effect the disaggregation which would be required under the law.

(xviii) **Insurance Program**

7.20 The eleven (11) Properties with buildings are insured along with other major properties against commercial all risks perils. The insurance is subject to an aggregate catastrophe limit for

hurricane damage at all locations of US\$85,000,000.00 and US\$135,000,000.00 for earthquake damage subject to a catastrophe deductible of US\$50,000.00 (for hurricane and earthquake) and US\$10,000.00 for non-catastrophe risks such as fire. Average, whereby a claim for loss is reduced proportionately if the property is under-insured, does not apply to the insurance unless the sum insured is less than 85% of the value at risk at the time of the loss. (See Section 10 for further details of the insurance programme.) Insurance for consequential loss or loss of rent following property damage only exists in relation to the Jewel Dunn's River and R. Danny Williams Building. Accordingly, loss or damage to any of the other properties by fire or other peril could adversely affect the revenues of the Sigma Real Estate Portfolio and in turn the financial performance of X FUND. In addition, one or more of the insurers and underwriters under the insurance programme may become insolvent and unable to meet its obligations in the event of a claim.

(xix) **Related Party & Potential Conflict of Interest**

7.21 X Fund will be managed by Sagicor Jamaica. Sagicor Jamaica is also providing investment management services to the Sigma Real Estate Portfolio and, along with its subsidiary, PIF, will be substantial investors in X Fund. In spite of the multiple roles which Sagicor Jamaica will play, the interests of the various parties are generally aligned. Notwithstanding that the parties all share common interest in the success of X Fund it is possible that conflicts of interest would arise in the day-to-day operation of X Fund.

7.22 Sagicor Jamaica, as the holding company for the Sagicor Jamaica group of companies ("the Group"), has a robust Corporate Governance and Ethics Committee comprised of non-executive directors. That Committee is charged with the duty of ensuring adherence to best practice standards of corporate governance and ethics within the Group. This Board Committee, among other things, reviews related party transactions and monitors conflict of interest situations to ensure that all such transactions are carried out on an arm's length basis with the utmost integrity. In addition, X Fund will appoint at least two (2) directors, one of whom will chair its Audit & Finance Committee. This Committee will, from X Fund's standpoint, also monitor and review related party transactions and other potential conflict of interest scenarios to ensure strict compliance with best practice benchmarks.

(xix) **Risk Management**

7.23 Sagicor Jamaica's goal in risk management is to ensure that it understands, measures, and monitors the various risks that arise and that it adheres strictly to the policies and procedures, which are established to address these potential risks.

7.24 The Board of Directors of X FUND is ultimately responsible for the risk management policies of X FUND. Sagicor Jamaica is required by the Administrative Services Agreement, on a day-to-day basis, to identify, assess, monitor and manage all principal risks in accordance with well-defined policies and procedures. The Directors do not guarantee that changes in the local and international markets will not have any materially adverse impact on X FUND's financial results.

8. THE COMPANY

8.1 The Company was incorporated on May 31, 2011 with the name, Sagicor X Funds SPC Ltd., as an international business company under the International Business Companies Act, 1999 (as amended) of Saint Lucia. Richard Byles and Ravi Rambarran were appointed its first directors.

8.2 The Company remained dormant until 2013 when, in anticipation of this IPO, it adopted requisite resolutions in general meeting whereby:

- (i) it changed its name on February 28, 2013 to Sagicor Real Estate X Fund Limited (“X FUND”);
- (ii) on June 3, 2013 its authorized share capital which was One Thousand United States dollars (US\$1,000) on incorporation was consolidated into a special rights redeemable preference share of US\$1,000 (“the Special Share”) and its capital was increased by five billion United States dollars (US\$5,000,000,000.00);
- (iii) it converted to a public company and adopted new Articles of Association designed to comply with the Rules of the JSE and entrenched the capital and voting structure discussed under Section 17 so as to preserve X FUND as a special purpose investment holding company;
- (iv) the following persons were appointed additional directors of the Company, namely:

Dr. the Hon R. Danny Williams O.J.;
Dr. Patricia Downes-Grant;
Rohan Miller;
Michael Fraser; and
Stephen McNamara.

8.3 On November 3, 2011 Sagicor Jamaica entered into an agreement with Sagicor Investments whereby Sagicor Investments was appointed sponsoring broker to X FUND. X FUND adopted that agreement on March 1, 2013. On June 3, 2013 X FUND also entered into the following Agreement with the approval of its Board; namely:

- (i) a Mutual-Option Agreement with Sagicor Jamaica and PIF whereby it granted to Sagicor Jamaica and PIF in the aggregate call options to subscribe for ordinary shares constituting, in the aggregate, up to 80% of the ordinary issued share capital of X FUND, calculated by taking into account the Shares issued or to be issued in the IPO. The option price will be J\$5.00 per Share; being the same price

at which Shares are being offered to the public in the IPO contemplated herein. The options must be exercised before the shares are listed for trading on the Jamaica Stock Exchange;

- (ii) an Administrative Services Agreement with Sagicor Jamaica;
- (iii) a Registrar and Transfer Agency Agreement with Sagicor Investments

Since its incorporation X FUND has not carried on any commercial business activity except as stated above.

9. INVESTMENT STRUCTURE

Investments

9.1 X Fund is structured with a view of making its primary investment in units of the Sigma Real Estate Portfolio. Sagicor Sigma is a unit trust which was previously managed by Pan Caribbean Financial Services Limited (now Sagicor Investments Jamaica Limited) but since May 31, 2012 the management has been delegated to Sagicor Jamaica. Between December 1, 2012 and January 1, 2013 Sagicor Jamaica and PIF transferred to Sagicor Sigma the following prime parcels of real estate (“the Properties”) having a market value (based on latest valuation) and generating gross annual rental set out opposite each Property under columns 2 and 3 in the Table below.

	<i>Column 1 General Description</i>	<i>Column 2 Fair Market Price</i>	<i>Column 3 Annual Gross Rentals/Income (2012)</i>	<i>Column 4 Occupancy Level (2012)</i>
1	R. Danny Williams Building	J\$1,450,000,000 to 1,500,000,000 ⁹	J\$162,320,000	99%
2	63-67 Knutsford Blvd.	J\$1,020,000,000	J\$55,688,000	65%
3	78A Hagley Park Rd.	J\$170,000,000	J\$9,330,000	80%
4	Sagicor Industrial Park - Marcus Garvey Drive	J\$370,000,000	J\$23,266,000	67%
5	Sagicor Industrial Park - Montego Bay Freeport	J\$670,000,000	J\$79,748,000	90%
6	Montego Bay Commercial Centre	J\$210,000,000	J\$22,641,000	79%
7	Sagicor Industrial Park - Norman Road	J\$853,000,000	J\$95,438,000	96%
8	Spanish Town Shopping Centre - Strata Lot #s 28, 43, 55, 62 -64, 69 - 79	J\$66,450,000	J\$44,668,00	68%
9	23-35 Seymour Ave.	J\$346,000,000	Not Applicable	Unoccupied
10	The Jewel Dunn’s River Resort and Spa	J\$3,424,856,900	US\$16,633,000	71%
11	Jewel Runaway Bay Beach & Golf Resort	J\$2,776,911,000	US\$5,424,000	50%

⁹ All floors including 10th Floor which was owned by Sagicor Jamaica. The rest of the building was owned by PIF.

The transfers of the properties were, in both cases, effected on a going concern basis. Accordingly, in the case of Sagicor Jamaica it included miscellaneous assets (such as receivables due from tenants and unexpired insurance premiums) and liabilities (such as tenant's deposits and sundries debt) producing a negative net value of (J\$1,878,854.99). In the case of PIF similar assets and liabilities of the property business were transferred to Sigma Real Estate Portfolio having a net positive value of J\$251,561,583.10. This figure reflects the fact that Jewel Dunn's River was owned by PIF and operated by the Sandals Group for several years as Sandals Dunn's River and had accumulated substantial trade receivables.

9.2 The Properties were transferred at their market value (see column 2 in the Table above). Such market value was determined by independent valuers. The Valuation Reports were dated December 2012. The Valuation Reports are among the "Documents Available for Inspection". (See Section 19.)

9.3 The title to each of the Properties was taken in the name of JCSD Trustee Services Limited, the trustee of Sagicor. The Properties were constituted into a segregated portfolio in Sagicor Sigma Funds called Sigma Real Estate Portfolio. As at the present time there are no other assets in this portfolio. The Sigma Real Estate Portfolio will be operated and administered as a "stand alone" segregated fund or portfolio within Sagicor Sigma Funds. The total purchase price for the Properties (including miscellaneous assets and liabilities of the respective businesses) which were transferred by Sagicor Jamaica and PIF to Sagicor Sigma is as stated in column 2 below.

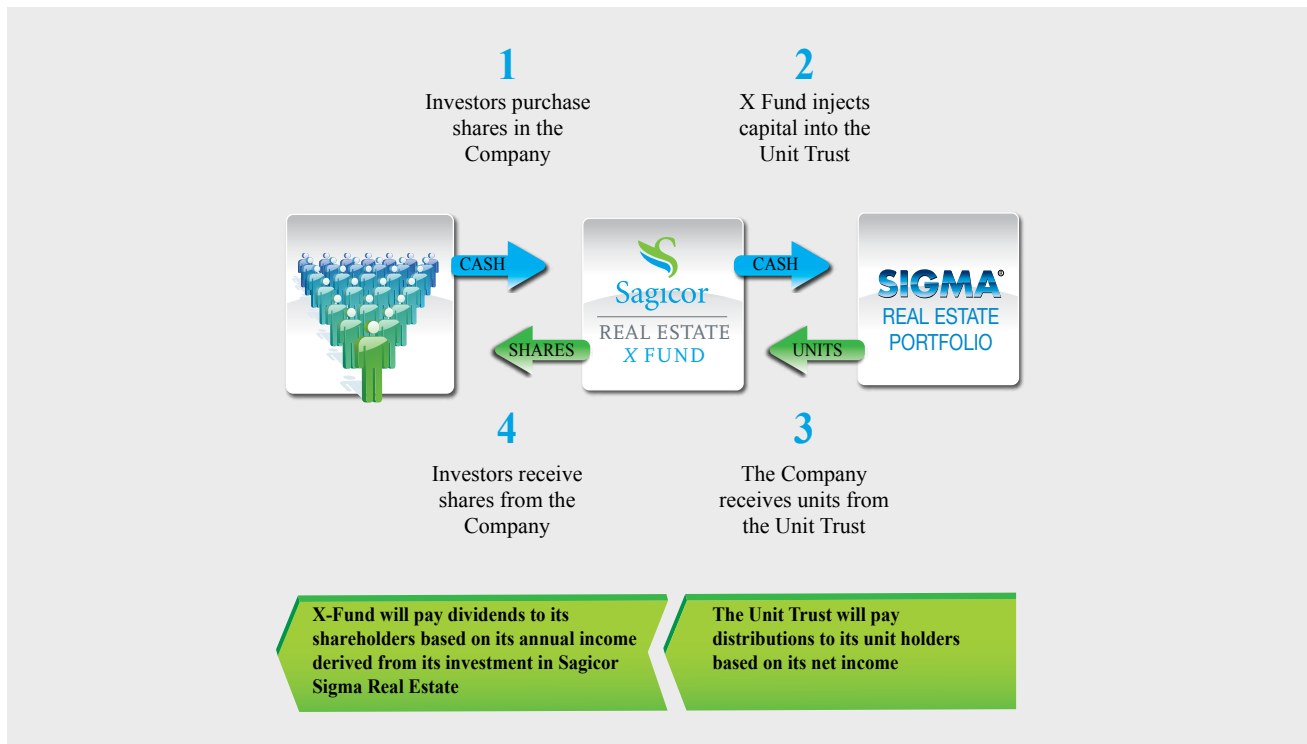
<i>Column 1</i>	<i>Column 2</i>	<i>Column 3</i>
<i>Seller</i>	<i>Purchase Price</i>	<i>No. of units issued in exchange</i>
To Sagicor Jamaica	J\$1,868,693,927.38	2,652,168,095
To PIF	J\$7,939,827,560.06	8,073,305,630
TOTAL	J\$9,808,521,487.44	10,725,473,725

In both cases, the purchase price was satisfied by Sagicor Sigma Real Estate Portfolio issuing to Sagicor Jamaica and PIF respectively the number of units set opposite their names under column 3 of the Table appearing immediately above.

9.5 PIF and Sagicor Jamaica have both entered into a Cross Option Agreement with X FUND pursuant to which X FUND granted to PIF and Sagicor Jamaica the right to subscribe for ordinary shares which when added to the ordinary shares subscribed in the IPO would constitute not more than 80% of the issued ordinary share capital of X FUND. The options are exercisable at any time before the Shares are listed on the JSE at the price of J\$5.00 per share, being the same price at which similar Shares are being offered in the IPO. If PIF and/or Sagicor Jamaica exercise(s) the option, the Cross Option Agreement provides for the option price to be paid in cash. X FUND, in turn, has an option granted by Sigma Real Estate Portfolio to subscribe for up to 5 billion units in the Sigma Real Estate Portfolio at any time and from time to time during a 5-year period after the date of the Agreement. If this option is exercised, the exercise price must

be paid in cash or at the discretion of the Sigma Real Estate Portfolio by the issue of units based on the unit buying price at the date the option is exercised.

9.6 The following simplified transaction diagram illustrates the material steps in the transaction and shows that the performance of the Shares is derived from, and highly dependent upon, the Properties.



X Funds intends to distribute by way of dividends up to 85% of its annual net realised income.

10. THE PROPERTIES

10.1 The Properties comprise several parcels of prime real estate all but one of which are rented for commercial purposes. The properties in the Sagikor Sigma Real Estate Portfolio and their respective valuations are as shown in the table below:

<i>Property</i>	<i>Market Value</i>	<i>Replacement Cost</i>	<i>Valuator</i>	<i>Valuation Date</i>
<i>R. Danny Williams Building</i>	<i>J\$1,450,000,000</i>	<i>J\$2,647,000,000</i>	<i>Allison Pitter & Co.</i>	<i>Dec-2012</i>
<i>63-67 Knutsford Blvd</i>	<i>J\$1,020,000,000</i>	<i>J\$1,750,000,000</i>	<i>Clinton Cunningham & Associates</i>	<i>Dec-2012</i>
<i>78A Hagley Park Road</i>	<i>J\$170,000,000</i>	<i>J\$171,000,000</i>	<i>D.C. Tavares & Finson</i>	<i>Dec-2012</i>
<i>Sagikor Industrial Park – Marcus Garvey Drive</i>	<i>J\$370,000,000</i>	<i>J\$602,000,000</i>	<i>Allison Pitter & Co.</i>	<i>Dec-2012</i>
<i>Sagikor Industrial Park – Freeport, Montego Bay</i>	<i>J\$670,000,000</i>	<i>J\$1,705,580,000</i>	<i>Allison Pitter & Co.</i>	<i>Jan-2013</i>
<i>Sagikor Montego Bay Commercial Centre</i>	<i>J\$210,000,000</i>	<i>J\$685,000,000</i>	<i>Allison Pitter & Co.</i>	<i>Jan-2013</i>
<i>Sagikor Industrial Park – Norman Road</i>	<i>J\$853,000,000</i>	<i>J\$2,546,000,000</i>	<i>Clinton Cunningham & Associates</i>	<i>Dec-2012</i>
<i>Spanish Town Shopping Centre</i>	<i>J\$66,450,000</i>	<i>J\$66,450,000</i>	<i>Clinton Cunningham & Associates</i>	<i>Dec-2012</i>
<i>23-25 Seymour Avenue</i>	<i>J\$346,000,000</i>	<i>NA</i>	<i>D.C. Tavares & Finson</i>	<i>Dec-2012</i>
<i>Jewel Dunn's River</i>	<i>US\$ 37,000,000</i>	<i>J\$ 5,498,824,600</i>	<i>Allison Pitter & Co.</i>	<i>Dec-2012</i>
<i>Jewel Runaway Bay</i>	<i>US\$ 30,000,000</i>	<i>J\$ 5,588,004,000</i>	<i>Allison Pitter & Co.</i>	<i>Dec-2012</i>
<i>Jewel Paradise Cove*</i>	<i>US\$ 17,000,000</i>	<i>J\$2,895,000,000</i>	<i>Allison Pitter & Co.</i>	<i>June - 2011</i>

* Acquired in May 2013 at price of US\$12,450,000.00.

R. DANNY WILLIAMS BUILDING

10.2 This property is a 12-storey modern office complex with a ground floor shopping mall situated in the heart of the New Kingston commercial district at 28-48 Barbados Avenue, Kingston 5. The site has a cadastral area of 6,772.58 square metres (72,900 square feet) in an area zoned for commercial use. The property, except for the 10th floor was owned by PIF prior to its transfer to Sigma Real Estate Portfolio. The 10th floor which is separately titled was owed by Sagikor Jamaica. The building comprises the following levels and approximate measurements:

<i>Level</i>	<i>Square Meters</i>	<i>Square Feet</i>	<i>Use</i>
<i>Basement</i>	<i>4,475</i>	<i>48,166</i>	<i>Parking & Storage</i>
<i>1</i>	<i>3,592</i>	<i>38,659</i>	<i>Office & Retail</i>
<i>2</i>	<i>3,615</i>	<i>38,914</i>	<i>Office</i>
<i>3</i>	<i>1,079</i>	<i>11,619</i>	<i>Office</i>
<i>3 Annex</i>	<i>393</i>	<i>4,233</i>	<i>Office</i>
<i>4</i>	<i>948</i>	<i>10,209</i>	<i>Office</i>
<i>5</i>	<i>931</i>	<i>10,021</i>	<i>Office</i>
<i>6</i>	<i>950</i>	<i>10,232</i>	<i>Office</i>
<i>7</i>	<i>971</i>	<i>10,455</i>	<i>Office</i>
<i>8</i>	<i>971</i>	<i>10,455</i>	<i>Office</i>
<i>9</i>	<i>973</i>	<i>10,479</i>	<i>Office</i>
<i>10</i>	<i>948</i>	<i>10,209</i>	<i>Office</i>
<i>11</i>	<i>250</i>	<i>2,692</i>	<i>Storage</i>
<i>12</i>	<i>479</i>	<i>5,152</i>	<i>Office</i>
<i>13</i>	<i>89</i>	<i>959</i>	<i>Utility Room</i>

Basement: This is an underground area which has 94 parking spaces with circulation corridors to provide access to passengers and service elevators. It also houses a workshop, mechanical, electrical and telephone equipment, CCTVs and fire systems monitoring room, storage room and Property Manager's office. Chilled water and city water storage tanks which serve the building are also located in this area.

Level 1: This is the formal entrance to the building and houses the main lobby (with information desk) and the shopping mall with a number of retail shops including a book shop, a pharmacy and a copy centre.

Level 2: This comprises two (2) floor levels of office space currently used by Sagicor Jamaica.

Level 3: This floor is currently occupied by Sagicor Jamaica

Level 3 (The Annex): This is accessed by walk-up from the Mall entrance on Knutsford Boulevard. This space is not linked to the main block but is a self-contained unit and is currently occupied by Sagicor Jamaica.

Levels 4-10: (inclusive): These areas are occupied as offices by Sagicor Jamaica, National Water Commission, Supreme Venture, Chevron and other tenants.

Level 11: This floor is used mainly for storage.

Level 12: This floor was originally customized as an Executive Dining/Meeting Hall and was converted in May 2009 into office space.

Level 13: This space is used only for storage and has an external metal staircase which leads

from this level to a helipad.

In addition to the 94 parking spaces provided at the Basement Level, there are a further 73 uncovered parking spaces along the northern side of the Building. Additional customer parking is available in a private/public parking lot opposite the building on Grenada Crescent. Further control parking is available on site held by Sagicor Jamaica across Grenada Crescent.

10.3 The R. Danny Williams Building is registered as Strata Plan 712 under the Registration (Strata) Titles Act with 153 separate strata titles. All of the titles are now being transferred to the Trustees of the Sigma Unit Trust and are not subject to any mortgage or charge.

10.4 The R. Danny Williams Building was last inspected and valued by Allison Pitter & Co. (“AP & Co”) in December 2012.

10.5 At the present time there are no material disputes with any of the lessees in the R. Danny Williams Building and apart from normal maintenance no major repair or renovation is currently planned or deemed necessary. In addition neither Sagicor Jamaica nor the Company is aware of any matter which could create a material dispute with tenants, neighbours or the local authorities concerning this building.

10.6 The property was valued by Allison Pitter & Co. in December 2012 as follows:

Market value	=	J\$1,450,000,000.00;
Replacement Costs	=	J\$2,647,000,000.00.

63-67 KNUTSFORD BOULEVARD, KINGSTON 5

10.7 This multi-storey office complex, previously known as the Citigroup Building, is located on Knutsford Boulevard in the heart of the New Kingston commercial district. It is operated with a neighbouring multi-storey car park located at the rear of the building with entrance on Saint Lucia Avenue which runs perpendicular to Knutsford Boulevard. The office complex is constructed on a site which has a composite area of 1,021.92 square metres (11,000.00 square feet) whilst the car park is laid out on a site of approximately 1,003.32 square metres (10,800 square feet). Although the office building and the car park are two separate buildings with entrances on two different streets that are contiguous to each other, both buildings are operated as a single unit for planning and letting purposes and meet the planning requirement of one private parking space for every 65.03 metres (700.00 square feet) of gross floor area.

10.8 Modern technology and building systems have been used in the construction of the buildings. The structural support for the office complex is constituted of reinforced concrete pad and strip foundation that supports the reinforced concrete frame, roof, floors and staircases. The walls are constructed of reinforced concrete blocks with fixed glazed panel windows in aluminum frames. The building has a concrete slab roof with parapet wall construction covered with approved insulation and waterproofing material. The floors are reinforced concrete slabs

fitted with marble tiles on the ground floor and terrazzo tiles in the elevator and lobby areas of the upper floor. The lettable office areas are customarily carpeted.

The Office Complex

10.9 The office building is an eleven-storey building which is designed to facilitate flexibility in letting. The entrance to the building is via an elevated set of steps and a ramp for physically challenged clients. The steps have been positioned to accommodate a basement which houses two ground water tanks, a telephone equipment room, two air handlers, an electrical switch gear room, a standby generator, storerooms and a technician's office with sanitary facilities. There are five (5) covered parking areas at the rear of the building.

10.10 The ground floor entrance to the building opens into a lobby equipped with a guard desk, a bank of three (3) elevators at the eastern end of the lobby provides access to the upper floors. The southern side of the ground floor houses male and female washrooms and a stairway which leads to the basement and the upper floors.

10.11 Each of the upper floors has a gross area of 709.00 square metres (7,632.00 square feet) comprising 586.48 square metres (6,313.00 square feet) of lettable office space. Each floor has the identical layout with the elevator lobby, male and female wash rooms, mechanical room and air handling rooms bunched together in the middle surrounded by lettable office space. The gross external area of the building is 8,309.32 square metres (89,455.16 square feet) exclusive of the basement and covered parking areas at the basement level at the rear of the building. The lettable area is 6,398.95 square metres (68,880.00 square feet).

10.12 The building is centrally air conditioned by a chill water system with twin cooling towers on the roof, two Trane chiller units with a combined capacity of 268 tons and separate air handling units coupled with duct work on each floor. Electricity to the building is supplemented by an installed F.G. Wilson 1,000 KVA standby generator. There are three (3) reserve water tanks with a total capacity of 6,819 litres (1,500 gallons) serving the building.

Car Park

10.13 The car park is a reinforced concrete block building consisting of four stories; each storey having two levels creating a total of eight levels numbered A – H. It provides a total of 112 covered parking spaces and a further 32 uncovered spaces on the roof level. The building is equipped with a guardroom on the ground floor, sanitary facilities and an electric panel room. Access to the upper levels is facilitated by a six (6) passenger single car Schindler elevator and a set of stairs. The parking facilities are used primarily by tenants in the Office complex but also by external clients from surrounding offices who pay a monthly rental for such use.

10.14 The combined properties (comprising the office building and the car park) were valued by Clinton Cunningham & Associates in December 2012 as follows:

Market value	= J\$1,020,000,000.00;
Replacement Cost	= J\$1,750,000,000.00.

78A HAGLEY PARK ROAD

10.15 This property comprises two contiguous parcels of land which together form a rectangular land area of 4,643.55 square metres (49,930.65 square feet or 1.146 acres). It is located in an area which was formerly middle-class residential in character but over the years the Planning Authorities have acquiesced in the commercialization of the neighbourhood. The property has a “purpose built” two-storey commercial/office building. The building is currently multi-tenanted as offices and warehouse facilities with an adjoining single storey structure housing a standby generator and central air-conditioning equipment.

10.16 The western section of the ground floor is tenanted by Qualcare Limited and is subdivided into offices, a conference room and a training room, male and female washrooms and adjoining warehouse facilities. The eastern section of the ground floor is leased to Citibank NA which has an open plan office area. The upper floor is accessed by a staircase leading from the ground floor reception area and this floor is occupied by Sagicor Jamaica and Sagicor Property Services Limited (“Sagicor Property”). The area has been partitioned to create private offices, a meeting room, a copy room and male and female washrooms.

10.17 There are also two timber structures and a “garbage” enclosure at the rear of the property and a guard gatehouse at the entrance.

10.18 Modern technology and building materials have been used in the construction of the building which is constructed of reinforced concrete with a steel beam roof covered by industrial profile aluminum sheeting. The building, which is in excess of 20 years old, is air conditioned by a central system and split units and is reported to be properly maintained.

10.19 The area is still zoned as residential and the land (registered at Volume 319 Folios 9 and 10) is subject to a restrictive covenant which emphasizes its residential use. For instance, a restrictive covenant provides that no shop, rum shop, provision shop, store or warehouse, school, church or racing stable shall be erected on the land and no trade or business shall be carried on the land. Nevertheless, D.C Tavares & Finson Realty Ltd. in their report date December 2012, opines that the area has been so commercialized that *“its growth and development as a commercial zone is almost inevitable and there is little or no chance of it reverting to residential use.”*

10.20 Title to both parcels of land are duly registered under the Registration of Titles Act and are not subject to any mortgage or encumbrances and, save as stated above, to any restrictive covenants. The property was valued by D.C Tavares & Finson Realty Limited in December 2012 as follows:

Market value	= J\$170,000,000.00;
Replacement Cost	= J\$171,000,000.00.

SAGICOR INDUSTRIAL PARK – MARCUS GARVEY DRIVE

10.21 This property is located at 218 Marcus Garvey Drive, Kingston 11 in the Parish of Saint Andrew. It comprises a total of 1.35 hectares or 3.336 acres of land. The boundaries of the land are clearly demarcated and the site is enclosed by a combination of chain link fence and concrete block walls. Entrance to the site is protected by a double swing chain link gate manned from a guard house.

10.22 Three (3) purpose-built industrial buildings (known as Blocks A, B and C) are situated on the site. Each building is constructed of reinforced concrete block with a concrete slab roof. The buildings have a combined gross floor area of approximately 7,957.10 square metres (or 85,652,000 square feet). The buildings are predominantly let for warehouse and attendant offices. The complex is located in close proximity to Port Bustamante and appeals to businesses seeking rentable space for light manufacturing, warehousing, port services and shipping.

10.23 Title to the complex is under the Registration (Strata) Titles Act and is comprised in 23 separate strata titles all now registered in the name of the Trustees of the Sigma Unit Trust with no mortgages or charges or any unusual restrictive covenants other than a covenant that changes to the facade of the buildings shall be approved by the Industrial Development Corporation or its successors. The property was last valued by Allison Pitter & Co in December 2012 as follows:

Market value	= J\$370,000,000.00;
Replacement Cost	= J\$602,000,000.00.

SAGICOR INDUSTRIAL PARK – MONTEGO BAY FREEPORT

10.24 This property, which is commonly called the Sagicor Freeport Commercial Complex, is located on Coconut Drive in the Montego Freeport approximately two miles from the Montego Bay town centre. The property which comprises 3.69 hectares (9.119 acres) of land adjoins the Montego Bay Free Zone. The land was originally developed by K.I.W. Hardware Limited between 1982 and 1983 to provide approximately 14,738.5 square metres (158,646 square feet) of warehousing space in a mix of modules ranging from 148.64 square metres (1,600 square feet) to 1,783.72 square metres (19,200 square feet). In 1987 the complex was acquired by Life of Jamaica (now Sagicor Jamaica) and modified and extended to 17,976 square metres (193,490 square feet) of predominately warehousing space. The facilities are built in modules of 37.17 square metres (400.00 square feet) to allow for flexibility in letting. The buildings are constructed of reinforced concrete blocks with aluminum roof sheeting.

10.25 Except for one unit in front of the complex which is a conventional 2-storey building the complex consists of single story buildings. The office sections are built with a flat roof with suspended acoustic ceilings and are air-conditioned. The warehouse space however has a floor to ceiling clearance of 4.72 metres (15.5 square feet). Each unit has its own built in toilet facilities. The complex comprises fifty-five (55) separate lettable units occupied in December 2012 as fifty-three (53) separate lettings including Sagicor Jamaica's Montego Bay property office.

10.26 The Complex was last inspected and valued by Allison Pitter & Co. in January 2013 as follows:

Market value	= J\$670,000,000.00;
Replacement Cost	= J\$1,705,580,000.00.

10.27 At the present time there are no material disputes with any of the lessees in the Complex and apart from normal maintenance no major repair or renovation is currently planned. In addition neither Sagicor Jamaica nor the Company is aware of any matter which could create a material dispute with tenants, neighbours or the local authorities arising in connection with the Complex.

SAGICOR MONTEGO COMMERCIAL CENTRE

10.28 This property is located at the intersection of Howard Cooke Boulevard and Market Street in Montego Bay in the Parish of Saint James. It comprises a land area of 0.28 hectares (0.69 acres) which has been completely built out. According to a schedule prepared by the project architect the Centre has a net rentable area of 2,371.55 square metres (25,529.00 square feet). This compares with a total area of 2,505.51 square metres (26,974 square feet) taken from the relevant strata plan (Plan #714).

10.29 The Centre consists of twenty six (26) units of varying sizes ranging for 26.00 square metres (280.00 square feet) to 244.00 square metres (2,627.00 square feet). The Centre is dominated by RBC Royal Bank (Jamaica) Limited and Sagicor Jamaica and The Insurance Company of the West Indies on the upper floor. Parking is provided for 39 cars in the basement and another 63 in the parking lot. A further 1,994.20 square metres (21,465.80 square feet) of adjoining land space has been leased by Sagicor Jamaica under a 49 year lease to provide additional parking to the Centre.

10.30 The Centre is a modern 2 storey building constructed of reinforced concrete blocks and concrete slab roof. A single car elevator serves the units on the upper floor. The Centre is also served by a standby generator. Title is under the Registration (Strata) Titles Act and fifty seven (57) separate strata titles have been issued and are now registered in the name of the Trustees of the Sigma Unit Trust.

10.31 The property was last inspected and valued by Allison Pitter & Company in January 2013 as follows:

Market value	= J\$210,000,000.00;
Replacement Cost	= J\$685,000,000.00.

10.32 At the present time there are no material disputes with any of the lessees in the Centre and apart from normal maintenance no major repair or renovation is currently planned. In addition neither Sagicor Jamaica nor the Company is aware of any matter which could create a

material dispute with tenants, neighbours or the local authorities arising in connection with the Centre.

SAGICOR INDUSTRIAL PARK – NORMAN ROAD

10.33 This is an industrial park comprising a total of 4.7 hectares (or 11.62 acres) broken down as follows:

<i>Property Address</i>	<i>Square Metres</i>	<i>Square Feet</i>
<i>2 Glenmore Road</i>	<i>2,845</i>	<i>30,623</i>
<i>4 Glenmore Road</i>	<i>1,341</i>	<i>14,436</i>
<i>5 Norman Road</i>	<i>2,167</i>	<i>23,324</i>
<i>7a Norman Road</i>	<i>2,350</i>	<i>25,292</i>
<i>7 Norman Crescent</i>	<i>1,619</i>	<i>17,424</i>
<i>7 Norman Road</i>	<i>28,011</i>	<i>301,514</i>
<i>9 Norman Road</i>	<i>6,962</i>	<i>74,929</i>
<i>11 Norman Road</i>	<i>1,753</i>	<i>18,872</i>
<i>Total</i>	<i>47,048</i>	<i>506,414</i>

10.34 The boundaries of the park are clearly demarcated and enclosed with reinforced concrete block walls. Access to the site is controlled and manned on a 24-hour basis by security guards. The major portion of the park was acquired by Life of Jamaica Limited (now Sagicor Jamaica) in 1986 and since then Sagicor Jamaica has acquired a number of adjoining properties and upgraded and expanded the facilities and the infrastructure within the park. The complex now comprises factory and warehouse spaces laid out in five (5) blocks and seventeen (17) buildings with unit sizes ranging from 27.90 square metres (300.31 square feet) to 1,393.50 square metres (15,000.00 square feet).

10.35 The buildings are of various constructions. The older buildings are generally constructed of reinforced concrete columns and beams and roofed with galvanized corrugated iron on timber sarking supported by mild steel and timber roof trusses. In some cases the roof has been upgraded to aluminum sheeting on metal roof trusses. In the case of two buildings the walls are constructed of brick nog. The more recently constructed buildings are made of reinforced concrete blocks with reinforced concrete slab roofs.

10.36 The industrial park was last inspected and valued by Clinton Cunningham & Associates in December 2012 as follows:

Market value = J\$ 853,000,000.00;
Replacement Cost = J\$2,546,000,000.00.

SPANISH TOWN SHOPPING CENTRE – STRATA LOTS

10.37 The shopping centre is located along the southern side of Burke Road, a major thoroughfare in Spanish Town and is laid out on a site comprising by survey 20,792 metres square (223,810 square feet); being 2.079 hectares (or 5.14 acres). The Shopping Centre is

disposed over two stories and has a gross building area of 9,765.80 metres square (105,122.00 square feet). The Strata Plan area is 7,552.342 metres square (81,295.39 square feet).

10.38 Communal facilities to the complex include a standby generator; reserve water storage; central garbage collection point; incinerator and local sewage treatment plant. There is a stage/open air theatre, which facilitates outdoor entertainment events and promotions.

10.39 The property was last inspected and valued by Clinton Cunningham & Associates in December 2012 as follows:

Market value = J\$66,450,000.00;
Replacement Costs = J\$66,450,000.00.

10.40 The Sagicor Sigma Real Estate Portfolio owns strata lots totaling 917 square metres (9,865 square feet) as shown below:

<i>Strata Lot</i>	<i>Tenant</i>	<i>Square Metres</i>	<i>Square Feet</i>
28	<i>Vacant</i>	38	405
62	<i>Sagicor Property</i>	40	425
63	<i>Vacant</i>	32	349
64	<i>Vacant</i>	38	408
69	<i>Sagicor Life Jamaica</i>	76	819
70	<i>Sagicor Life Jamaica</i>	187	2,009
71	<i>Sagicor Life Jamaica</i>	30	328
72	<i>Sagicor Life Jamaica</i>	76	813
73	<i>Sagicor Life Jamaica</i>	72	770
74	<i>Sagicor Life Jamaica</i>	71	767
75	<i>Sagicor Life Jamaica</i>	71	766
76	<i>Vacant</i>	25	274
77	<i>Vacant</i>	14	155
78	<i>Vacant</i>	11	118
79	<i>Vacant</i>	136	1,460

23-25 SEYMOUR AVENUE & 14 UPPER MONTROSE ROAD

10.41 This property consists of four parcels of vacant residential lots together constituting approximately 17,541.08 square metres (188,812.25 square feet) or 4.33 acres made up as follows:

<i>Property Address</i>	<i>Square Metres</i>	<i>Square Feet</i>
23 Seymour Avenue	6,387	68,750
25 Seymour Avenue	8,094	87,120
Part of 25 Seymour Avenue	1,518	16,335
14 Upper Montrose Road	1,543	16,607
Total	17,542	188,812

10.42 The site is cleared of its natural vegetation and is evenly graded with no obvious risk of flooding. The only fixture on the land is a reinforced concrete block wall capped by decorative wrought iron rail on the roadside boundary facing Seymour Avenue and a chain link fence supported by galvanized iron pipes along the Upper Montrose Road boundary.

10.43 The four (4) parcels are contained in four (4) specific registered titles. These titles are subject to restrictive covenants designed to enhance and preserve the upscale residential character of the neighbourhood. Thus, one covenant provides that no building erected on the land may be used as a shop, storehouse, dairy place of trade, church, chapel, place of worship, school house or place of amusement and the land may not be used as a dump site.

10.44 Three of the four parcels, namely, 23 Seymour Avenue (Volume 1408 Folio 562); 25 Seymour Avenue (Volume 1292 Folio 183); and 14 Upper Montrose Road (Volume 1408 Folio 563) are subject to one-dwelling covenants. In the case of 25 Seymour Avenue this covenant was modified to permit townhouses and apartments for use as private residences. If the property is to be developed to its optimum economic use as multiple dwelling such as townhouses or apartments then the one-dwelling covenant affecting three of the parcels would have to be modified accordingly. The property was valued by D.C Tavares & Finson Realty Limited in December 2012 as follows:

Market value = J\$346,000,000.00;
Replacement Costs = Not Applicable.

THE JEWEL DUNN'S RIVER BEACH RESORT AND SPA

10.45 Jewel Dunn's River Beach Resort and Spa is located close to the world-renowned Dunn's River Falls on the Jamaican North Coast some 6.4 kilometres (4 miles) from the town of Ocho Rios. The hotel is currently configured as a 256-room multi-storey resort operated on the all-inclusive plan. It was developed in the 1950's and was first operated under the name "Arawak Hotel". After a number of name changes, such as Hilton Hotel and Eden 11 it was acquired by Life of Jamaica (now Sagicor Jamaica) in 1989 and, following extensive refurbishing, was leased to the Sandals Hotel chain and rebranded as "Sandals Dunn's River". In July 2010, the lease to Sandals expired and the hotel was rebranded under its current name, *The Jewel Dunn's River*

Beach Resort and Spa and is now managed on behalf of the owner (Sigma Real Estate Portfolio) by Aimbridge Hospitality, LP, a Texas limited partnership (“Aimbridge”) which currently operates over 185 hotels (25,000 rooms).

10.46 The hotel is constructed on a single parcel of land registered at Volume 1336 Folio 338 comprising 8.139 hectares (20 acres and 15.38 perches). It is bounded on the north by the Caribbean Sea with a white sand beach frontage of approximately 213.35 metres (700 feet).

10.47 The main building comprises:

- (a) the main block consisting of public areas, administrative offices, service and recreation areas, three restaurants, gift shops, and a night club all on the ground floor and a fourth restaurant on the first floor and some 200 guest rooms on the upper floor of two towers linked by a single storey section;
- (b) two x 2 storey guest room blocks (the Emerald Lanais) providing 28 guest rooms each (constituting a total of 56 room);
- (c) ancillary building housing (i) the Radiant Spa and the “Cut Gym”; (ii) main pool with swim-up bar; (iii) piano bar; (iv) beach bar and grill; (v) beach restroom conveniences; and (vi) the Terrace Grill and Pizzeria; and
- (d) staff accommodation comprising 8 separate buildings including four (4) cottages for senior staff and four (4) terraced blocks for junior staff, plant house/generator house, workshop and guard house.

10.48 The main block consists of two sections; namely a seven-storey section (“the Sapphire”) linked by a single storey building to the second section comprising a six storey building “the Diamond”. These buildings are constructed on a reinforced concrete pad foundation with concrete floor and slab roof, water-proofed with mastic felt and chips. About three (3) years ago the roof over the Sapphire Block was water-proofed with a synthetic foam material overlaid with river stone chips. The Emerald Block or Lanais is constructed of reinforced concrete blocks with a concrete slab roof designed as a flattened “V” to allow storm water to drain into a gutter along the centerline of the roof.

10.49 The Jewel Radiant Spa is constructed of reinforced concrete blocks with a combination of concrete slab roof and a timber framed hip roof. The staff homes are typically built of reinforced concrete blocks with timber roof. In the case of the junior staff building the roof is aluminum sheeting on timber frame.

10.50 The hotel underwent a US\$15 million refurbishing in 2006 and since then regular up-keep maintenance has been done. The 2006 refurbishing included installation of a sprinkler system in all guestrooms and passageways, refurbishing of guestrooms and replacement of furniture and bathroom fixtures and retiling of floors with porcelain tiles.

10.51 The building services to the complex include (i) a sewage system; (ii) an air conditioning system; (iii) a standby diesel generator; (iv) elevators (both guest rooms and service elevators); (v) fire-fighting equipment and water supply. In the last inspection and valuation all building services were reported to be “fairly well-maintained” but a number of outstanding items were noted including a new relief pump for the sump by the kitchen; the fact that the service elevators were unreliable and need to be replaced; and that the bridge supporting the pumps which extract water from the Roaring River should be replaced.

10.52 During the last two (2) years the average annual occupancy and the average daily rate (ADR) of the hotel was as follows:

<u>THE JEWEL DUNN’S RIVER BEACH RESORT AND SPA</u>			
	Year	Annual Occupancy Rate	ADR in US\$
Year to Date Mar	2013	85%	267
Year ending Dec	2012	71%	230
Year ending Dec	2011	67%	212
Year ending May	2010	68%	308
Year ending May	2009	78%	336
Year Ending May	2008	70%	333

As at November 2012 net operating profit was reported to be 16.97% of total revenue.

Allison Pitter & Company valued the property in December 2012 on the basis that the hotel is fully operational as follows:

Market value	= US\$37,000,000.00;
Replacement Costs	= J\$5,498,824,600.00 (or approx. US\$55,543,682.00)

JEWEL RUNAWAY BAY BEACH & GOLF RESORT

10.53 This resort property is located in Runaway Bay, Saint Ann. It occupies 7.67 hectares (18 acres 3 roods and 30 perches) comprised of seven contiguous lots (including the old Golf Club House site) and has a “tied” 50-year lease (which commenced December 20 1989) over an 18-hole Championship Golf Course which sits on 50.926 hectares (125 acres 2 roods 38.5 perches). The hotel complex is bounded in part, on the northern side by a white sand beach front. The hotel site is evenly graded though gently sloping towards the sea.

10.54 The hotel is a low-rise beachfront resort that was first opened in 1962 as a 152-room resort with two guestroom blocks. In 1977 it was purchased by the Government, acting through National Hotel and Properties Ltd (“NHP”), and in 1988 a third guest room block of 82 rooms and 4 suites were constructed. At the same time 16 sea-front rooms were converted into 8 suites

bringing the room count up to 238 including 16 guest suites. In 2003 Superclub Properties Limited purchased the hotel and undertook a refurbishing programme which involved among other things, the construction of a three-storey guestroom, two (2) additional filtered swimming pools, a Japanese-themed restaurant, a beachfront grill and dining terrace and the reconstruction of the water sports building. In June 2012 Sagicor Sigma (acting through the Sigma Real Estate Portfolio) purchased the hotel and it is now being managed by Aimbridge as a 266 room hotel.

10.55 The hotel is laid out in an ocean front garden setting. It consists of three 2-storey guestroom blocks (Topaz, Ruby and Opal) and the fourth and newest block (Turquoise), being a three-storey block. Central facilities include a two-storey reception area and an administrative and service block sited at the front of the property. Ancillary buildings include four restaurants (including a beach grill and a beach bar), a water sport building, four timber-framed free-standing spa buildings, main pool with poolside terrace and Jacuzzi, four tennis courts; beachfront and garden wedding pagodas; spa cabins, breakfast kitchen, two staff studio bungalow and a tour bus drivers' lounge.

10.56 A tunnel constructed under the North Coast Highway at the eastern end of the property leads to the Golf Course located on the opposite side of the highway facing the hotel. The tunnel is built to accommodate pedestrian and golf carts. The golf course is an 18-hole Championship Golf Course and is linked to "run" with the ownership of the hotel under a 50-year lease which started on December 20, 1989. The Golf Club House is located on a one-acre lot adjoining the golf course. The freehold title to the lot is vested in PIF and so is the title to another adjoining lot on which a Golf Clubhouse was formerly built. This one acre lot is the site upon which the proposed water park is intended to be constructed.

10.57 The Golf Club House is a two-storey building occupying 465 square metres (25,115 square feet). On the ground floor there is an entry porch, foyer and office for the manager, male and female changing and rest rooms, golf bags and gear storage area, pro shop and an enclosed area for the Caddy Master. On the upper floor is a dining terrace and bar with an area of approximately 134.2 square metres (1,450 square feet) with an adjoining kitchen. This building, designed by architects Clifton Yap and Associates, is timber-framed and roofed with cedar shingles except for a section over the single store on the eastern wing which serves as the roof terrace to the kitchen.

10.58 The guestroom blocks are constructed with reinforced concrete blocks with concrete slab roof hidden behind a timber-framed built-up façade. The typical guestroom ranges in size between 300 to 475 square feet (inclusive of terrace/balcony). All guestrooms are cooled by a central chilled-water air-conditioning system from two plants with a total capacity of 350 tons. In the newest guestroom block (Turquoise) Allison Pitter & Co. reported that "*good quality fixtures and fittings*" were used in the building. In relation to the other blocks Allison Pitter & Co. observed that guestrooms were in fairly good condition though soft furnishings "*were somewhat dated.*"

10.59 Building services include:

- (a) A sewage disposal treatment plant commissioned in 2002. The grey water produced from the process is recycled to irrigate the golf course.
- (b) The administrative buildings on the Opal and Ruby guestroom blocks are cooled by a central chill-water system comprising 2 x 100 ton units and a 50-ton compressor. A separate 100-ton compressor cools the Topaz guest room block and a number of split system units are also used in this block.
- (c) Stand-by power is provided through three (3) separate generators producing a total of 1810 KVA. All the units were reported to be in good working condition.
- (d) The hotel supplements its municipal water supply with a hot/cold water system consisting of a 69,000 gallon water storage tank and a recently-commissioned 1.4 million btu LPG boiler which replaced a defunct steam boiler. This system works in tandem with two (2) new electric booster water heaters and together they are adequate to meet the demands of the hotel.
- (e) The Fire Protection System comprises a hose/reel extinguisher system supplemented by a main line system around the complex with fire hydrants at various points. The kitchens are equipped with their own fire suppression system. Smoke detectors are fitted to guestrooms and in all public areas with pull stations conveniently located in the corridors. At the time of the last inspection the fire systems were reported to be in good condition with no outstanding repairs.

10.60 The hotel began operations under Aimbridge in June 2012 and managerial accounts for the three (3) months to June 2012 showed average occupancy level of 50.31% for the 6-month period at an average daily rate of US\$163.76.

10.61 Allison Pitter & Co. appraised the hotel complex as a fully operational hotel in December 2012 as follows:

Market value	= US\$30,000,000.00;
Replacement Costs	= J\$5,588,004,000.00 (or approx. US\$56,444,485.00)

10.62 The following table is a brief summary of the economic elements of the property portfolio held by Sagicor Sigma Real Estate Portfolio:

<i>Properties</i>	<i>Rentable Space (Sq. Ft.)</i>	<i>Current Occupancy Level (YTD Mar 2013)</i>	<i>Avg. Rental Rate per Sq. Ft J\$</i>
R. Danny Williams Building	150,294	99%	951
63-67 Knutsford Blvd	68,880	68%	1,005
78A Hagley Park Road	23,413	92%	401
Sagicor Industrial Park – Marcus Garvey Drive	74,276	74%	512
Sagicor Industrial Park – Freeport, Montego Bay	194,240	91%	467
Sagicor Montego Bay Commercial Centre	28,710	83%	940
Sagicor Industrial Park – Norman Road	233,418	91%	482
Spanish Town Shopping Centre	9,460	71%	603
23-25 Seymour Avenue	N/A	0%	N/A

<i>Hotels</i>	<i>No of Rooms</i>	<i>Occupancy</i>	<i>ADR US\$</i>
Jewel Dunn's River	256	85%	267
Jewel Runaway Bay	266	83%	217
Jewel Paradise Cove	225	NA	NA

GENERAL PROPERTY ADMINISTRATION

10.63 All the properties are managed by Sagicor Property Services Limited (“Sagicor Property”), a wholly-owned subsidiary of Sagicor Jamaica. Sagicor Property has a staff complement of approximately forty (40) among which is a qualified engineer and several trained maintenance technicians of varying grades. Sagicor Property maintains a rolling maintenance plan for each building. At the beginning of each year the plan is reviewed and requisite maintenance and upgrade are scheduled and implemented. Major maintenance and upgrade work would be undertaken by independent contractors following competitive tender or negotiated contract. In all cases janitorial work is contracted to specialist janitorial firms.

10.63 Sagicor Property is also responsible for marketing and letting of rentable space in the various buildings. A lease term typically ranges from 3-5 years and leases are generally subject to renewal. The leases are usually arranged on a triple net basis where the tenant pays a maintenance charge which customarily includes property taxes, insurance, general maintenance, security services, janitorial services, audit fees and, where appropriate, standby generator and elevator repairs and services. In some cases where rentable spaces are not separately metered, electricity and water would also be included in the maintenance charge. Management fee (typically 12.5%) would also be charged by Sagicor Property and is included in the maintenance fee.

PROPERTY RENTAL INCOME & HOTEL NET OPERATING INCOME - 2012

10.64 The gross rental income for the non-hotel properties and the net operating income for the hotel properties are shown in the table below.

The rental rate per square foot for non-hotel properties are denominated mainly in Jamaican dollars while the Average Daily Room rates for hotel properties are shown in US dollars along with their respective net operating income. Operations at the Jewel Runaway Bay property commenced in June 2012 and the income reflects the seven (7) months of operation.

<i>Property</i>	<i>Occupancy</i>	<i>Rental Rate per square foot</i>	<i>Estimated Rental Income \$'000</i>
<i>R. Danny Williams Building</i>	<i>99%</i>	<i>\$951</i>	<i>162,320</i>
<i>63-67 Knutsford Blvd</i>	<i>65%</i>	<i>\$1,005</i>	<i>55,688</i>
<i>78A Hagley Park Road</i>	<i>80%</i>	<i>\$401</i>	<i>9,330</i>
<i>Sagikor Industrial Park – Marcus Garvey Drive</i>	<i>67%</i>	<i>\$512</i>	<i>23,266</i>
<i>Sagikor Industrial Park – Freeport, Montego Bay</i>	<i>90%</i>	<i>\$479</i>	<i>79,748</i>
<i>Sagikor Montego Bay Commercial Centre</i>	<i>79%</i>	<i>\$940</i>	<i>22,641</i>
<i>Sagikor Industrial Park – Norman Road</i>	<i>96%</i>	<i>\$487</i>	<i>95,438</i>
<i>Spanish Town Shopping Centre</i>	<i>68%</i>	<i>\$603</i>	<i>4,668</i>
<i>23-25 Seymour Avenue</i>	<i>Vacant Land</i>	<i>N/A</i>	<i>N/A</i>
<i>Jewel Dunn's River</i>	<i>71%</i>	<i>US\$230</i>	<i>US\$3,182</i>
<i>Jewel Runaway Bay</i>	<i>50%</i>	<i>US\$164</i>	<i>(US\$859)</i>
<i>Jewel Paradise Cove</i>	<i>N/A</i>	<i>N/A</i>	<i>N/A</i>

Property Insurance

10.65 All the buildings are insured under a commercial all risks policy covering direct physical loss or damage including loss or damage by fire, lightning, explosion, hurricane, riot, strike, civil commotion, damage by aircraft or articles dropped therefrom, bursting or overflow of water tanks apparatus and pipes.

10.66 This policy also provides cover for burglary and theft. The value declared for the buildings are as follows:

<i>Property</i>	<i>Sum Insured (US\$)</i>	<i>Sum Insured (J\$)</i>	<i>Recommended Insurance Value</i>
<i>R. Danny Williams Building</i>	<i>28,788,626</i>	<i>2,783,762,293</i>	<i>2,647,000,000</i>
<i>63-67 Knutsford Blvd (including Car Park)</i>	<i>18,417,703</i>	<i>1,798,310,441</i>	<i>1,750,000,000</i>
<i>78A Hagley Park Road</i>	<i>2,637,038</i>	<i>254,992,626</i>	<i>171,000,000</i>
<i>Sagicor Industrial Park – Marcus Garvey Drive</i>	<i>9,557,824</i>	<i>924,209,081</i>	<i>602,000,000</i>
<i>Sagicor Industrial Park – Freeport, Montego Bay</i>	<i>17,810,487</i>	<i>1,722,213,516</i>	<i>1,705,580,000</i>
<i>Sagicor Montego Bay Commercial Centre</i>	<i>6,391,075</i>	<i>617,995,229</i>	<i>685,000,000</i>
<i>Sagicor Industrial Park – Norman Road</i>	<i>26,404,928</i>	<i>2,553,266,775</i>	<i>2,546,000,000</i>
<i>Spanish Town Shopping Centre</i>	<i>12,816,696.62</i>	<i>1,239,330,986</i>	<i>112,120,000¹⁰</i>
<i>23-25 Seymour Avenue</i>	<i>Not Applicable</i>	<i>Not Applicable</i>	<i>Not Applicable</i>
<i>Jewel Dunn's River</i>	<i>59,960,963</i>	<i>5,798,021,218</i>	<i>J\$ 5,498,824,600</i>
<i>Jewel Runaway Bay</i>	<i>48,057,285</i>	<i>4,646,976,093</i>	<i>J\$ 5,588,004,000</i>
<i>Jewel Paradise Cove</i>	<i>30,000,000</i>	<i>2,900,898,018</i>	<i>J\$2,900,898,018</i>

10.67 The policy is subject to a catastrophe loss limit of US\$85 million; that is to say in the event of a peril (such as hurricane) affecting the insured portfolio recovery over all properties is limited to US\$85 million except earthquake where there is “top-up” cover of a further US\$50 million thereby increasing the earthquake limit to US\$135 million. The policy is subject to an 85% condition of average -that is to say average will only apply if the sum insured is less than 85% of the value at risk at the time of the loss. In respect of each building, the policy carries an excess of 2% of the declared value for losses caused by hurricane, cyclone, windstorm, earthquake, volcanic eruption and flood subject to a minimum of US\$50,000.00 in respect of Jewel Dunn’s River and an overall limit of US\$1,000,000.00 in respect of any one occurrence affecting one or more locations. Sagicor Re Insurance Limited, a captive insurance company controlled by the Sagicor Group has issued deductible “buy down” cover in respect of the catastrophe deductible so that the catastrophe deductible in respect of all properties is limited to US\$50,000.00. For all other perils such as fire the deductible is US\$10,000.00. Under the machinery breakdown policy the deductible is US\$2,500.00.

¹⁰ The recommended insurance value relates only to the strata units owned by Sigma Real Estate Portfolio whereas the other items relate to the entire shopping centre

10.68 Jewel Dunn's River is covered in respect of business interruption for loss for gross profits of US\$12,829,000.00 for a 12-month period of indemnity. Loss of rent up to J\$4,645,358.00 is also covered in respect of the R. Danny Williams Building. The other properties are not insured against any business interruption risks. Sagicor Jamaica and the Company are also insured in respect of public liability risks with a limit of indemnity of J\$7.5 million for any one occurrence and J\$15 million for any one period of insurance. There is also an excess general liability policy providing cover up to US\$1 million for any one accident. Employer's liability insurance is also carried with a limit of indemnity of J\$20 million for any one accident or any one period of insurance.

10.69 The insurance is placed on a layered basis and is carried by reputable Lloyds Underwriters, Munich Re, Swiss Re, Hanover Re and The New India Assurance Company Limited. The local brokers are IIB Re, a division of CGM Gallagher Insurance Brokers (Jamaica) Limited and placement in the London and international market is done by their London broker affiliate.

11. THE SIGMA UNIT TRUST & THE REAL ESTATE PORTFOLIO

11.1 The Sigma Fund was registered as a Unit Trust on May 25, 1994 under the name Sigma Unit Trust Investment Growth Fund. The name was changed to Sigma Funds on October 29, 2004 and to Sagicor Sigma Funds on December 27, 2012. The Unit Trust is operated under the Unit Trust Act and is regulated by the FSC. The current Trustees of the Unit Trust is JCSD Trustee Services Limited ("JCSD Trust"). JCSD Trust is licensed under the Financial Institutions Act. The current manager of the Unit Trust is Sagicor Investments Jamaica Limited ("Sagicor Investments"), a subsidiary of Sagicor Jamaica. Sagicor Investments is registered as a securities dealer and is listed on the JSE. However, Sagicor Investments has, in accordance with the governing trust deed, delegated to Sagicor Jamaica, the management duties over the Unit Trust. This includes investment management functions. Nevertheless, Sagicor Investments has retained the obligation to report to, and interact with, the FSC on matters relating to the Unit Trust. PricewaterhouseCoopers are the auditors of the Unit Trust.

11.2 The Sagicor Sigma Funds currently has ten (10) segregated portfolios namely:

<i>No.</i>	<i>Portfolio</i>	<i>Principal Asset Class</i>
1	Sigma Optima®	Blue Chip Jamaican stock
2	Sigma Solution ®	Jamaican-dollar denominated Government of Jamaica debt
3	Sigma Liberty®	Jamaican dollar and US dollar Debt Instruments issued by the Government of Jamaica;
4	Sigma Venture	Jamaican dollar and US dollar securities primarily equities with equity-linked notes and convertible securities
5	Sigma Corporate	Jamaican dollar and US dollar denominated corporate debt securities
6	Sigma Real Estate	Twelve (12) properties described under section 10 above
7	Sigma Global Equity	Equities listed on recognized international stock exchanges and denominated in US dollar
8	Sigma Money Market	Sovereign debt denominated in Jamaican dollar
9	Sigma Real Growth	Inflation-indexed sovereign debt denominated in Jamaican dollar
10	Sigma Diversified Investor	Balance asset portfolio invested in a mix of other Sigma portfolios

Units in any one of the portfolios may be bought or sold on any Business Day at the prevailing offer and bid prices respectively subject to minimum holding periods as the manager may determine. The "ask" or "offer" or "issue" prices and the "bid" or "purchase" or "realization" prices are based on the current selling and buying prices of the assets comprised in the relevant portfolio. In the case of the newly-created Sigma Real Estate portfolio, this is expected to be based on the value of the units issued by the Unit Trust in the portfolio and value of the units will

in turn be reflective of the underlying value of the buildings and their rental performance.

Sigma Real Estate Portfolio

11.3 As at December 31, 2012, the net asset value (“NAV”) of the portfolio (based on the most recent fair market valuation of the properties) is J\$12.5 billion. These properties are currently generating revenues of some of J\$2.25 billion per year of which some J\$1.8 billion is gross package revenues generated by the hotels and the balance is rental income. The minimum number of units which may be purchased in this portfolio is the equivalent of J\$500,000,000.00 or such other minimum as the Manager may determine from time to time. Units in this portfolio targeted at high net worth and institutional investors with long term investment horizons such as pension funds. Unit purchases are subject to a three (3) year holding period. Redemption of units prior to expiration of the holding period will attract a preliminary charge of four per cent (4%) of the realisation or redemption price. The Manager reserves the right to suspend the payment of any realization price for a period of up to three months from the date of the Realization Notice if in the Manager’s determination it is prudent to do so.

11.4 The properties in the Portfolio will be professionally valued at least once per year by an independent firm of chartered surveyors and/or valuers. The valuation will be published on the Sagicor Sigma website at www.sagicorbankja.com and copies will be available for inspection at the principal office of Sagicor Jamaica. After receipt of a property valuation Sagicor Jamaica and its subsidiaries, directors and officers will be prohibited from selling, buying or encashing units in the portfolio until the valuation is published on the Sagicor Sigma web site. The Managers will publish, on a weekly basis, in a daily newspaper the NAV of the portfolio. Issue price of units in the portfolio will be calculated by dividing the NAV by the number of units in issue. To this resultant figure will be added a provision for fiscal and purchase charges attributable to each unit in the portfolio as well as management fees and expenses. The realisation price (the price at which a unit holder may sell his units back to the Manager of units) is calculated by dividing the NAV by the number of units in issue.

11.5 The Initial Offer Price was J\$1.00 which is inclusive of a preliminary charge, of 4%. Currently, the preliminary charge is waived if the investment is held for a minimum holding period of three (3) years. The Directors of X Fund have been advised by Sigma Real Estate Portfolio that the portfolio will continue to be managed so as to provide investors with the highest possible returns. The Managers intend, if the opportunity arises, to acquire additional income-producing properties primarily by issuing additional units. Where any property is to be acquired from Sagicor Jamaica or any related company, the acquisition costs will be based on an independent valuation.

11.6 The Manager will receive a management fee of 1.5% of Net Deposited Property increasing after December 27, 2013 to 2.5% plus a performance bonus. However, the Manager has undertaken to restrict the fee to 1.5% during the first five (5) years commencing from the launch of the Portfolio. The performance bonus is designed to compensate the Manager for portfolio performance of the Sigma Real Estate Portfolio above an established performance benchmark.

The performance benchmark is the aggregate of the Consumer Price Index (“CPI”) (as determined and published by the Statistical Institute of Jamaica) and 100 basis points or 1.00%). At the end of each financial year of the Portfolio the net asset value (“NAV”) of the Portfolio will be determined and certified by the auditors of the Portfolio. If the NAV exceeds the NAV for the immediately preceding year by a percentage which is higher than the performance benchmark, then 20% of such excess will be paid to the Manager as the performance bonus.

11.7 The goal of the performance bonus is to provide compensation to the manager for positive returns on investment, year over year. If there is a negative performance in any financial year then the performance bonus will not be paid for that year even though the Portfolio may have out-performed the performance benchmark.

11.8 By way of illustration: assume that the CPI for a particular year is 6% then the performance benchmark for that year would be 7% (i.e. 6% +1%). If the NAV for that year exceeds the NAV for the previous year, by say 10%, then the excess performance would be 3% and the manager would be entitled to a performance bonus of 20% of that excess (i.e. 20% of 3% = 0.60%). If on the other hand the CPI was negative, say minus 3%, then the performance bonus would be -2% (-3% + 1%). If for that year the NAV fell by 1% when compared to the previous year then even though the Portfolio would have out-performed its benchmark (-1% compare to -2%) no performance bonus would be paid because of the negative movement in the NAV year over year.

11.9 The remuneration of the Trustee will be agreed from time to time with the Manager subject to a limit of five basis points (0.05%) per annum of Net Deposited Property unless an increase is approved by ordinary resolution of the unit holders. At the present time the Trustee fee is 0.05% of Net Deposited Property.

11.10 The Portfolio may be terminated and wound-up in a number of cases including;

- (a) if it becomes illegal or in the opinion of the Trustee it is impractical, inadvisable or contrary to the interest of unit holders to continue the portfolio;
- (b) if the unit holders resolve by an extra-ordinary resolution to wind-up the Portfolio;
- (c) if the Trustee gives notice of its intention to retire and no new Trustee is appointed by the Manager within six (6) months after receipt by the Managers of such notice;
- (d) if the Manager gives notice of its intention to retire and no new Manager is appointed by the Trustee within six months after receipt by the trustee of such notice; or
- (e) if the Trustee gives at least one (1) year’s notice to the Manager that a change of Manager is desirable in the interest of unit holders and the Trustee fails to find a suitable replacement.

11.11 Upon termination, the assets in the portfolio would be sold for cash and the net proceeds (after deducting customary seller's costs such as (i) transfer tax, (ii) one-half of the stamp duty and registration fees and (iii) legal costs and sale commission, if any) would be distributed to the unit holders *pro rata* to the number of units held by them. Outstanding Trustee and Manager's fees would also be deducted from the sale proceeds. If the unit holders resolve by ordinary resolution to accept securities for a property, then the property may be exchanged (either on a winding-up or during the life of the portfolio) for such securities. An ordinary resolution is one passed by a majority in value of unit holder(s) who attend in person or by proxy at a meeting of unit holders convened by not less than 14 days' notice. An extraordinary resolution is one passed at a meeting convened by not less than 21 days' notice and passed by a similar majority.

Relationship of the Sigma Real Estate Portfolio with the Company

11.12 The present intention of the Board of Directors of the Company is that the sole asset to be held by X Fund (except cash float to cover incidental expenses) will be units in the Sigma Real Estate Portfolio. The Company may acquire further units in the Sigma Real Estate Portfolio in exchange for Shares. This expression of present intent should not be taken as an absolute commitment that the Company may not, at some future date, determine to acquire other investment assets. So long as the Company continues to hold only units in the Sigma Real Estate Portfolio, it follows that the Shares issued by the Company may be significantly affected by the performance of the Sigma Real Estate Portfolio.

11.13 Rule 412 of the Rules of the Jamaica Stock Exchange provides that, in the absence of exceptional circumstance, a listed company wishing to raise cash from a sale of equity shares should do so by way of a rights issue to all equity shareholders unless such equity shareholders agree otherwise in a general meeting. Although the foregoing Rule would not apply in a case where X FUND issues Shares in exchange for additional units in the Sigma Real Estate Portfolio nevertheless, to put the matter beyond doubt, the Articles of Incorporation of X FUND specifically authorises X FUND, from time to time, by a resolution of its directors, to issue additional Shares in exchange for units in the Sigma Real Estate Portfolio. This will allow X FUND to purchase additional units from Sagicor Jamaica and/or PIF or direct from Sigma Real Estate Portfolio, without securing the approval of the shareholders in general meeting.

11.14 The Company will operate as a passive investment-holding company and will thereby seek to minimise its operating expenses.

11.15 It is not anticipated that the Sigma Real Estate Portfolio will be wound-up in the near future. However, if the Sigma Real Estate Portfolio is wound-up at any time then the funds received from redemption of the units held by X FUND could either be (i) re-invested by X FUND in comparable investment instruments or (ii) applied to purchase the underlying real properties directly or to acquire other investment properties. If such investment opportunities are not feasible, then, subject to affirmative vote of its stockholders, X FUND could be re-organized to change its investment profile or be liquidated and the funds distributed to stockholders. The Board would evaluate the various options and make recommendation to the stockholders who would vote on the matter

12. MANAGEMENT DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Background and the Origin of Sagicor Real Estate X Fund

12.1 Sagicor Jamaica endeavours to generate value for its stakeholders by implementing innovative growth strategies. Consistent with its business strategy, Sagicor Jamaica is taking the opportunity to provide the Jamaican public with a new kind of real estate investment and, in that regard, it designed the architecture which underlies this IPO. X FUND is a St Lucian International Business Company (IBC). Investors buy shares in X FUND will directly participate in the returns of Sagicor's real estate investment strategy through Sigma Real Estate Portfolio.

12.2 There are two key entities involved in this new structure and their aim is to secure a tax efficient real estate investment opportunity and to improve liquidity in real estate linked investments. The two (2) entities are:

Sigma Real Estate Portfolio

- **Sigma Real Estate Portfolio** – a Financial Services Commission (FSC) registered and approved unit trust portfolio, created to allow for tax-free investment in real estate holdings. Sigma Real Estate is a part of the unit trust known as Sagicor Sigma Funds which comprises ten (10) segregated portfolios with Jamaica Central Securities Depository Limited (JCSD) as the Trustee. The portfolio currently owns diversified real estate properties with an aggregate market value in excess of \$12 billion.

Sagicor Real Estate X Fund

- **Sagicor Real Estate X Fund** – a St. Lucian IBC created by Sagicor to list the underlying units of the Sigma Real Estate Portfolio on the Jamaica Stock Exchange (JSE). This company will act as a passive investment vehicle providing stockholders with income earned from the properties in the Sigma Real Estate Portfolio as well as liquidity for their investment.



How is the X FUND Structured?

12.3 X FUND is a company which primarily invests in units issued by the Sigma Real Estate Portfolio:

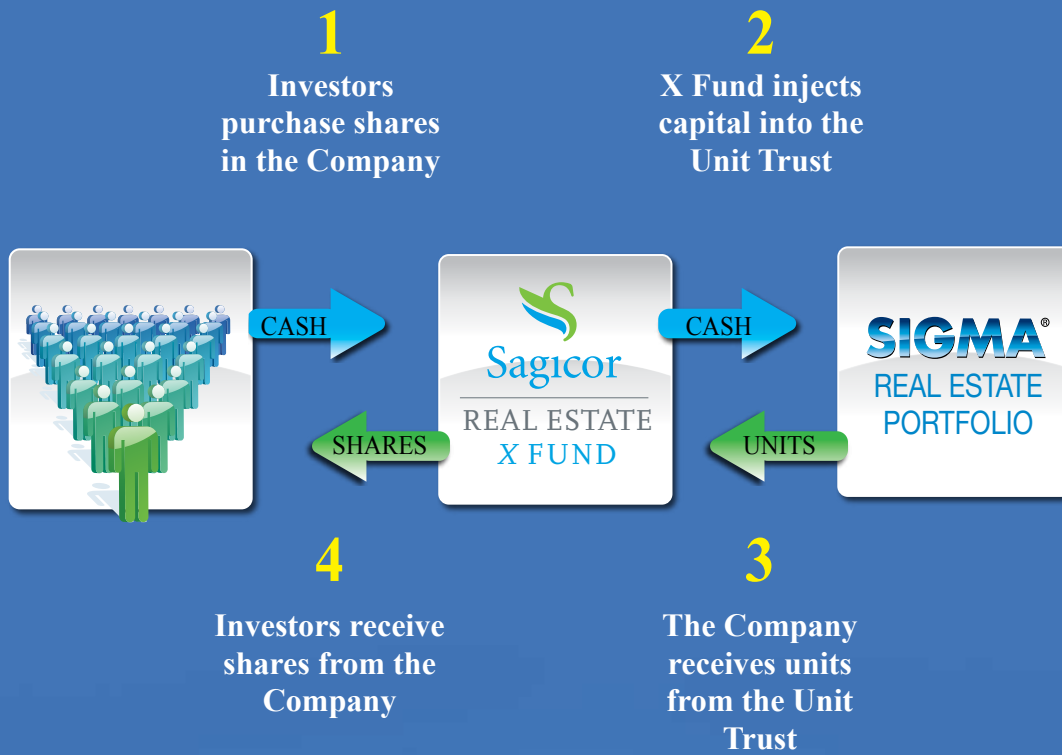
- Funds received from its investors are used to acquire units in the Sigma Real Estate Portfolio which, in turn, utilizes those funds to acquire and/or, in the future, develop real estate properties
- Income earned on real estate assets held by the Sigma Real Estate Portfolio, such as rental income, may be passed on to unit holders, which will include X FUND and may ultimately benefit X FUND's stockholders
- As with any unit trust, the price of its units depends on the value of the assets that it owns and as the value of its holdings increase so will the price of its units. The price of shares issued by X FUND is expected to be significantly influenced by the unit price of the Sigma Real Estate Portfolio

12.4 X FUND is structured to operate as a transparent and efficient investment vehicle. Its operations will be minimal, comprising mainly of two activities:

1. Investing – funds received from investors will be invested in the Sigma Real Estate Portfolio; and

2. Distributing – rental income earned from units of Sigma Real Estate Portfolio will be paid out to investors in the form of dividends.

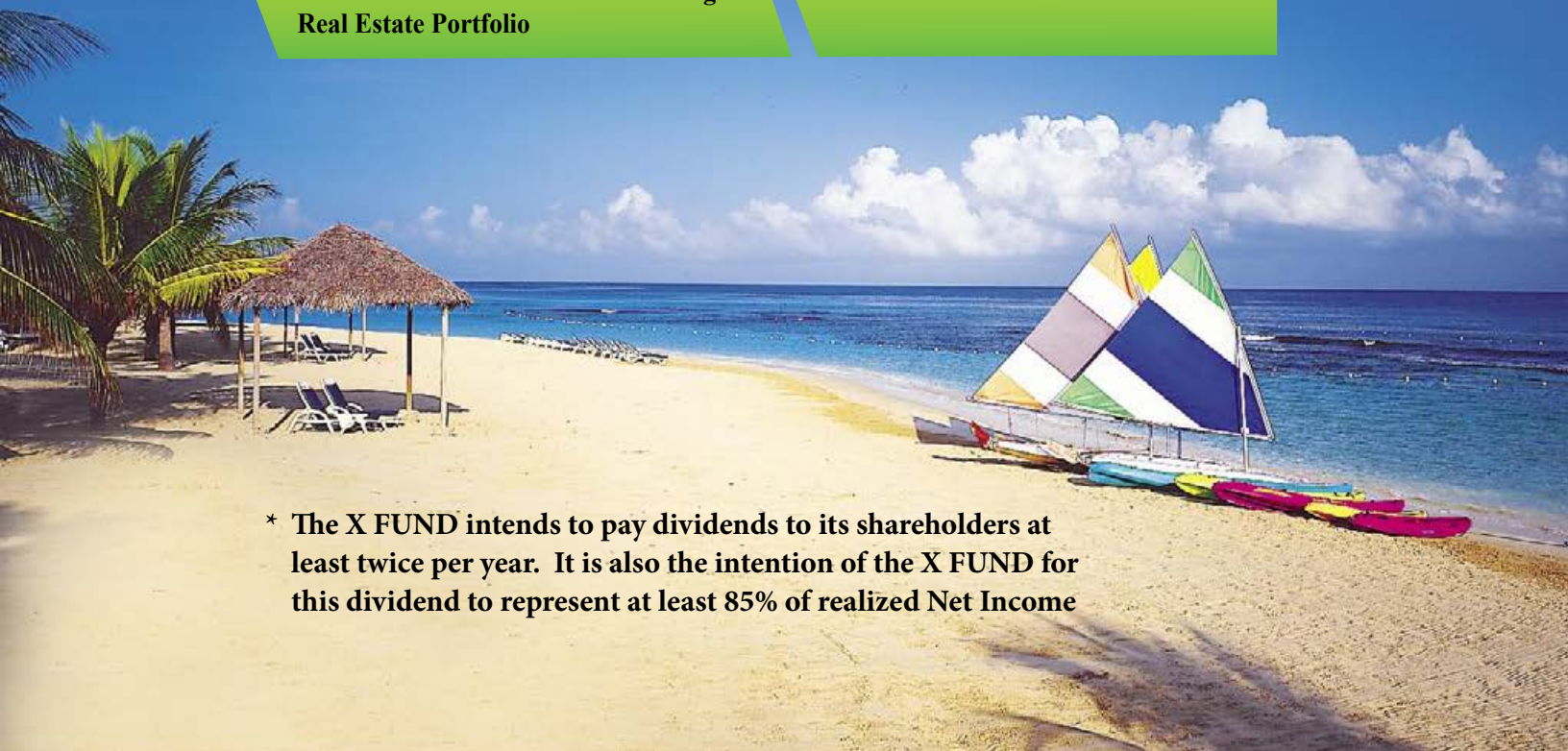
12.5 The structure of this investment is illustrated below:



X Fund will pay dividends* to its shareholders based on its annual income derived from its investment in the Sigma Real Estate Portfolio

The Unit Trust will pay distributions to its unit holders based on its net income

* The X FUND intends to pay dividends to its shareholders at least twice per year. It is also the intention of the X FUND for this dividend to represent at least 85% of realized Net Income



About the Sigma Real Estate Portfolio

12.6 The Sigma Real Estate Portfolio is a real estate portfolio invested in various real estate related assets across property types. Sigma Real Estate is marketed as a moderate risk property portfolio, with investment in real estate properties currently located in Jamaica but with the intent of expanding to the wider Caribbean region. The value of the real estate properties in this portfolio will be appraised at least annually by an external independent valuator. The Portfolio seeks to provide its unit holders with a positive real return with its benchmark being the Jamaican inflation rate plus 100 basis points. Its basic investment policy is illustrated below:



12.7 Sigma Real Estate’s holdings are currently as follows:

- **The R. Danny Williams Building**
(formerly Sagicor Centre) (New Kingston)
- **63-67 Knutsford Boulevard** (New Kingston)
- **78a Hagley Park Road** (Kingston)
- **Sagicor Industrial Park – Marcus Garvey Drive**
(Kingston)
- **Sagicor Industrial Park – Freeport, Montego Bay**
(Montego Bay)
- **Sagicor Montego Bay Commercial Centre**
(Montego Bay)
- **Sagicor Industrial Park – Norman Road**
(Kingston)
- **Spanish Town Shopping Centre** (St Catherine)
- **23-25 Seymour Avenue** (Kingston)
- **Jewel Dunn’s River** (St Ann)
- **Jewel Runaway Bay** (St Ann)
- **Jewel Paradise Cove** (St Ann)

12.8 The commercial property portfolio has historically performed well, with rental rates growing by over 8% per year since 2008 and average occupancy remaining between 82% and 89% over the same period. The hotel properties, which form a sizeable portion of the overall portfolio, have also added to the positive results with the Jewel Dunn’s River growing its profit by 77% in 2012 and Jewel Runaway Bay expected to improve its performance as continued renovations and new management strategies are implemented.

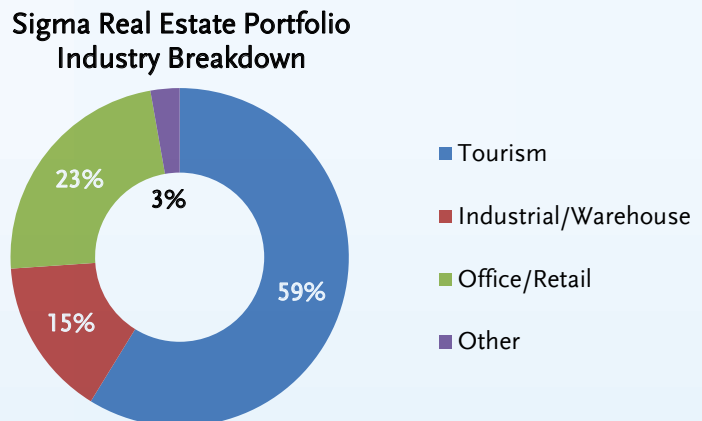
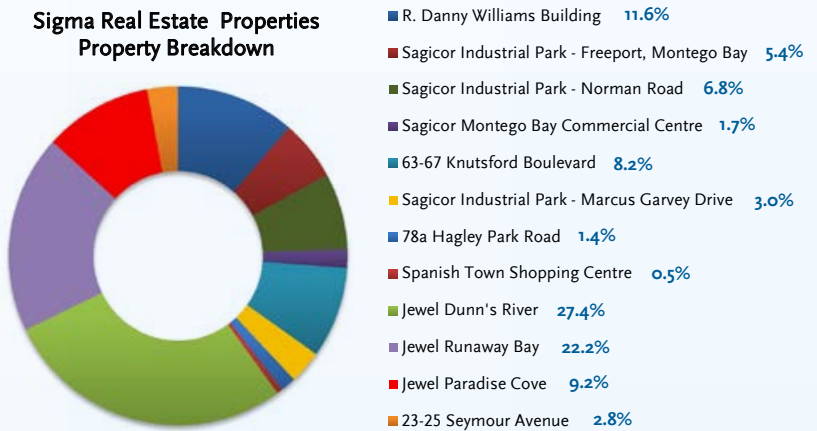
12.9 On 1 May 2013 the Sigma Real Estate Portfolio completed its acquisition of the hotel property formerly known as Royal Decameron Fun Caribbean Resort located in St Ann. This property has been rebranded as Jewel Paradise Cove Beach Resort & Spa and is expected to further strengthen the portfolio with a third distinctive operation under the Jewel brand that allows the fund to diversify its earnings with an additional foreign currency revenue stream.

About the Properties in the Portfolio

12.10 The property portfolio currently consists of twelve properties located across the Island in diverse real estate sectors:

- **Tourism**
- **Office and Commercial Rental**
- **Industrial and Warehouse Rental**

12.11 The portfolio breakdown and a brief description of these properties are shown below:



The Resort Properties

12.12 The portfolio includes three all-inclusive hotels, Jewel Dunn's River, Jewel Runaway Bay and Jewel Paradise Cove. They are situated in prime locations, which have traditionally been popular with vacationing tourists. Additionally, Jewel Runaway Bay boasts an 18-hole championship golf course.

The Industrial/Warehouse Properties

12.13 This section of the portfolio includes four properties: the Sagicor Norman Road Industrial Park, the Sagicor Freeport Industrial Park, 78a Hagley Park Road and the Marcus Garvey Drive Commercial Centre. These properties offer their tenants warehousing/manufacturing space in both Kingston and Montego Bay. The Sagicor Industrial Complex comprises of seventeen buildings that provide a total of 232,000 square feet of factory/warehousing space. The Sagicor Freeport Complex comprises of four office units, twenty-nine warehouses (each with built-in office space) and twenty-two warehousing/light manufacturing spaces disposed over 238,000 square feet. The property located on Hagley Park Road provides a more diverse offering with both warehousing space as well as commercial office space.

The Office/Retail Business Properties

12.14 The R. Danny Williams Building is located in the heart of New Kingston, the de facto business and commerce centre of Kingston, and houses not only Sagicor but a number of other commercial tenants. Over the past few years, its occupancy has been the most stable and it has been the most highly occupied property in the portfolio. The Montego Bay Shopping Centre is located just outside the central business area in Montego Bay, which allows it to benefit from high volumes of daily traffic. Over the years the mix of tenants occupying its 26 units has moved from the traditional retail stores and restaurants to a higher concentration of offices.

Other

The Seymour Avenue property is currently vacant but is prime property for multi-level residential development.





Sagicor Montego Bay Commercial Centre



Sagicor Industrial Park – Norman Road



Sagicor Industrial Park - Freeport, Montego Bay



The Sagicor Centre / R. Danny Williams Building



63-67 Knutsford Boulevard

Industry Highlights

12.15 The real estate industry, as with much of the Jamaican economy, experienced a downturn in 2008 but has been recovering.

Commercial Development

12.16 Recently the commercial property development market has been able to benefit from the following:

- A low interest rate environment that has allowed commercial property developers to source low cost funding for their construction projects
- Improved systems and machinery have allowed developers to complete these projects more efficiently, driving down construction costs

12.17 The factors listed above have resulted in the overall improvement in the price point of newly constructed developments. As such, investment in this area has been viewed as fairly attractive and should continue to grow as more stakeholders look to capitalize on the higher returns that these improving efficiencies can provide.

Commercial Rental

12.18 The commercial rental industry has generally performed well historically due to various factors including:

- Commercial mortgage rates remained high in the pre-JDX (Jamaica Debt Exchange) environment which played a large role in many business owners' and operators' decision to rent premises rather than to purchase

- Up until recently areas such as Kingston and Montego Bay, where the demand for the use of commercial real estate is more highly concentrated on average than the rest of the island, supply of commercial properties could not keep pace with this demand

12.19 In the past two to three years, however, headwinds affecting the performance of the industry – especially in traditionally strongly performing geographic areas – have amplified due to the following:

- Macro-economic conditions and the generally slowing trend in Jamaican business activity has curbed the once vibrant demand for commercial rental properties
- In a post-JDX and post-NDX (National Debt Exchange) environment with interest rates declining, mortgage affordability has improved resulting in property acquisition increasingly becoming a more viable option for businesses
- Shift in demand for commercial properties to regions previously characterized by below-peak-levels of interest

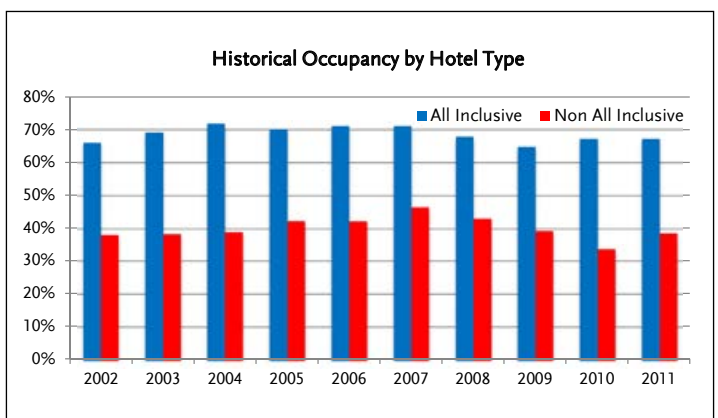
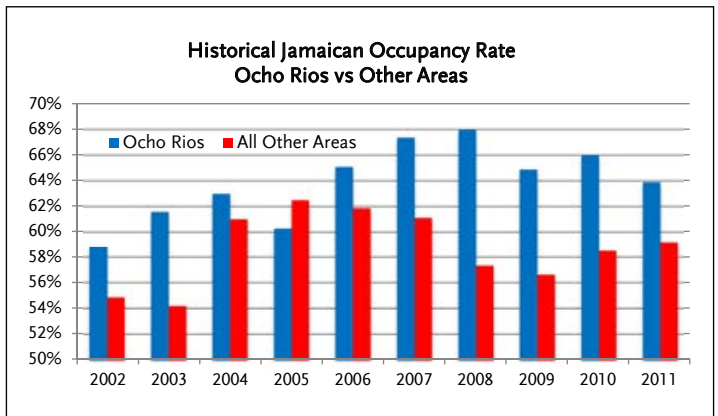
12.20 While the abovementioned headwinds remain today, opportunity still exists for large players in the industry who are able to find scale and generate returns based on efficiencies and volumes.

Hotel Industry

12.21 Over the past ten years, the hotel industry has shown a generally positive performance trend with gross value added from this industry growing at a compounded rate of 5% per year between 2002 and 2011 in real terms and 10% in nominal terms. It should be noted that the two main drivers of industry performance are the volume of tourists who visit Jamaica for one night or more – commonly referred to as stopover arrivals and the average daily package rate. According to the Caribbean Tourism Organization, Jamaica is third in the region in this regard with an overall market share in 2012 of 10%.

12.22 Further analysis of Jamaica Tourist Board data shows that the traditional tourist locations of Montego Bay, Ocho Rios and Negril receive the majority of these tourists with over 73% of tourists opting to stay in hotels or resorts in these regions. Ocho Rios has maintained the number two spot with an average market share of about 23% between 2002 and 2011.

12.23 Despite being second to Montego Bay in terms of stopover arrivals, Ocho Rios has outperformed all other regions in terms of occupancy during 9 of the 10 years under review. A similar comparison shows that patrons of Jamaican hotels prefer all-inclusive options with occupancy rates for these establishments overwhelmingly beating their counterparts.



Historical Non-Hotel Portfolio Performance

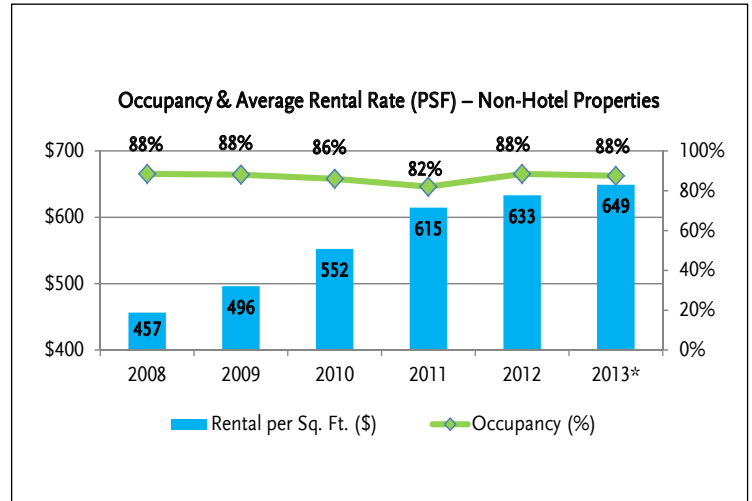
12.24 Sigma Real Estate is able to provide income derived from a diverse holding of properties located across the island and operating in various distinct industries. The historical performance of the assets in the portfolio while under direct management by Sagicor is discussed below:

Non-Hotel	2008	2009	2010	2011	2012
R. Danny Williams Building					
Rental per Sq Ft	590	663	806	918	951
Occupancy	100%	100%	100%	100%	99%
63 Knutsford Boulevard					
Rental per Sq Ft	1,062	1,056	1,157	1,064	1,005
Occupancy	65%	80%	87%	55%	65%
78a Hagley Park Road					
Rental per Sq Ft	261	263	265	378	401
Occupancy	100%	100%	100%	100%	92%
Sagicor Industrial Park - Marcus Garvey Drive					
Rental per Sq Ft	381	424	460	469	512
Occupancy	91%	65%	66%	62%	67%
Sagicor Industrial Park - Freeport Montego Bay					
Rental per Sq Ft	281	316	337	456	467
Occupancy	91%	91%	87%	84%	90%
Sagicor Montego Bay Commercial Centre					
Rental per Sq Ft	627	725	803	873	940
Occupancy	81%	79%	73%	85%	79%
Sagicor Industrial Park - Norman Road					
Rental per Sq Ft	356	388	417	460.34	482
Occupancy	84%	87%	82%	80%	96%
Spanish Town Shopping Centre					
Rental per Sq Ft	566	597	602	522	603
Occupancy	99%	99%	98%	100%	68%
TOTAL					
Rental per Sq Ft	457	496	552	615	633
Occupancy	88%	88%	86%	82%	88%

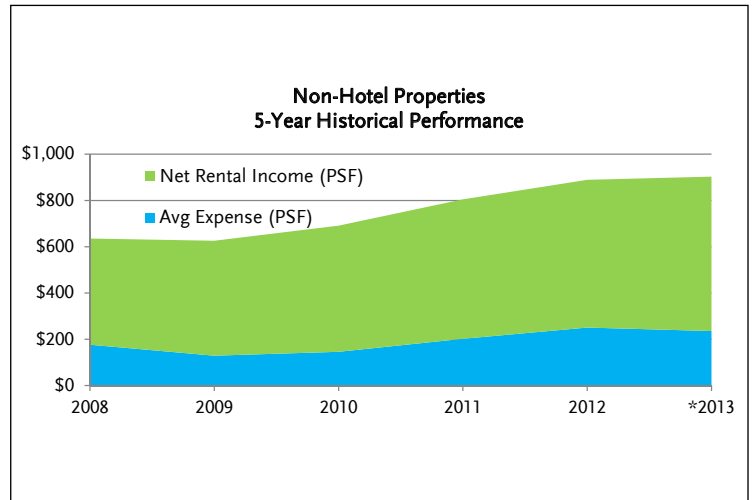
NB: Figures as at the end of each year

The Seymour Avenue property is currently vacant but is prime property for multi-level residential development.

12.25 As shown, the general trend in the average rental rate for non-hotel properties has been positive over the period. Overall occupancy for these properties has also remained relatively level averaging in excess of 85% each year with the exception of 2011 when it fell to 82%. This occurred as a result of the departure of Citibank from the building located at 63-67 Knutsford Boulevard. In 2012, however there was a recovery in average occupancy which increased back to 88%.



12.26 There has been overall growth in net rental income earned by the non-hotel properties portfolio as shown. Over the period, average expense per square foot also increased, however net rental income increased at a higher rate thereby increasing the yield of these properties. This is in keeping with Sagicor’s strategy of increasing efficiencies thereby reducing property costs.



About Sagicor Property Services

12.27 Sagicor Property Services (SPS) is the number one Property Management Company in Jamaica, managing both in-house and third party properties located island wide; operating from offices in Kingston and Montego Bay.

With over 26 years of experience in property development and management, SPS manages over 1.4 million sq. ft. of commercial and residential real estate (office, shopping centers and light industrial complex, townhouses, apartments) for both Sagicor and third parties. Apart from the day to day maintenance of properties, SPS also has responsibility for the marketing and letting of properties under its management.

*Annualised as at April 2013
PSF – Per Sq. Ft.

Historical Non-Hotel Portfolio Performance (Cont'd)

2012 Non-Hotel Information									
Property	Market Value (J\$ millions)	Rental Space (sq ft)	Occupancy	Average Rental Rate (J\$)	Gross Rental Income (J\$ millions)	Net Income (J\$ millions)	Gross Yield	Net Yield	
R. Danny Williams Building	1,330	151,704	99%	951	162,320	136,668	12.2%	10.3%	
63 Knutsford Boulevard	1,020	68,880	65%	1,005	55,688	(3,347)	5.5%	-0.3%	
78a Hagley Park Road	170	23,413	80%	401	9,330	6,381	5.5%	3.8%	
Sagicor Industrial Park – Marcus Garvey Drive	370	74,466	67%	512	23,266	14,981	6.3%	4.0%	
Sagicor Industrial Park – Freeport, Montego Bay	670	194,240	90%	479	79,748	61,781	11.9%	9.2%	
Sagicor Montego Bay Commercial Centre	210	28,650	79%	940	22,641	15,044	10.8%	7.2%	
Sagicor Industrial Park – Norman Road	825	233,389	96%	487	95,438	75,552	11.6%	9.2%	
Spanish Town Shopping Centre	66	9,460	71%	603	4,668	(3,539)	7.0%	-5.3%	

12.28 The table above shows that during 2012 all properties save for 63-67 Knutsford Boulevard and the Spanish Town Shopping Centre contributed positively to the performance of the portfolio. Despite this near-term weakness, we are confident that these two locations will resume profitability in the coming 2013 financial year. This is due to the following:

- **63-67 Knutsford Boulevard**

In 2011 Citibank, then the single largest tenant of the building, vacated the premises resulting in an occupancy of approximately 40%. Since then, various renovations have been carried out on the property in order to enhance its attractiveness to potential tenants. These efforts have yielded positive results with the occupancy slowly rebounding with this trend expected to continue.

- **Spanish Town Shopping Centre**

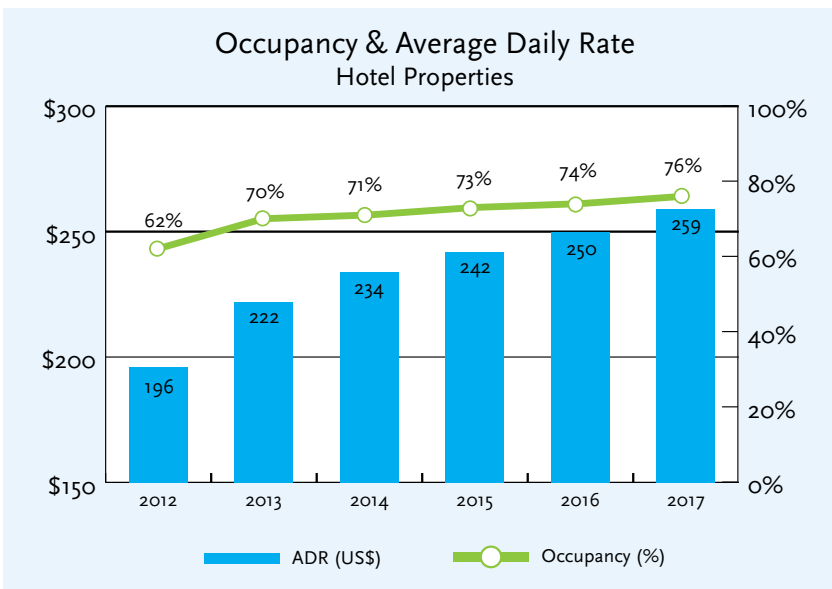
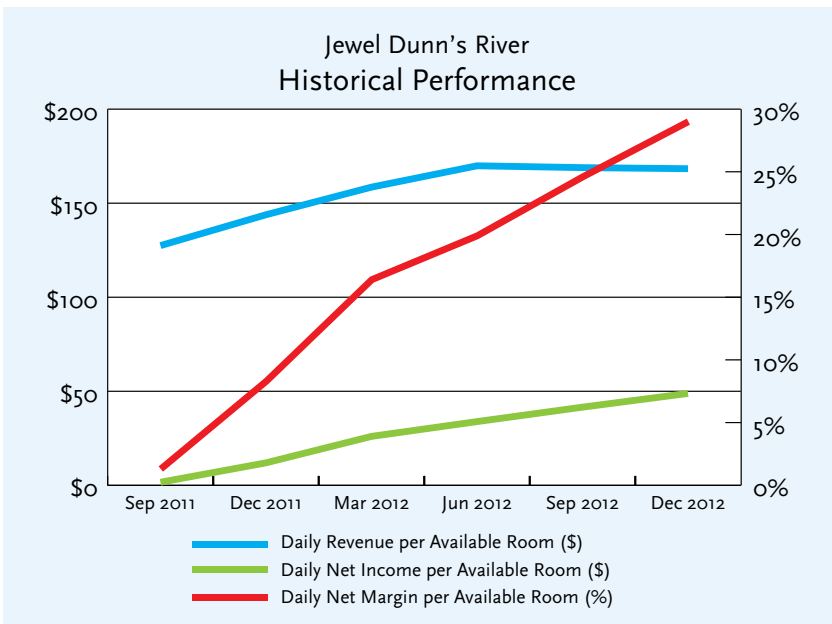
The loss of \$3.5 million incurred during 2012 was due to a one-off \$7 million expense made in preparation for the sale of units located within the property. This is not expected to affect profitability going forward.

Historical Hotel Portfolio Performance

12.29 The Sigma Real Estate Portfolio currently owns three (3) hotel properties, each operated under the Jewel brand. Jewel Runaway Bay was acquired in June 2012 and Jewel Paradise Cove in May 2013. Accordingly, performance history of both these properties under Sagikor is limited. However, the performance of Jewel Dunn’s River since being operated by Sagikor is presented below:

12.30 Since Sagikor took over operations of this hotel in the third quarter of 2010 all performance indicators have improved, with the 12-month revenue per available room increasing from \$127.44 to \$168.32, or 32%, between September 2011 and December 2012. This has been a function of both an increasing daily rate as well as occupancy which Sagikor has been able to drive higher using various strategies that it expects to replicate with the two newer hotel properties. Most impressive has been the hotel’s profitability which has grown from \$1.63, a 1% margin, to \$48.85 per available room, a 29% margin, over the same period.

12.31 Jewel Runaway Bay, which has been under Sagikor management since the second quarter of 2012 is currently operating at a loss. However this amount is approximately US\$600,000 as at December 2012 which is fully covered by the US\$3.2 million earned by the Dunn’s River location. It is expected that Sagikor’s initiatives which are currently being implemented will yield higher revenues and improved efficiencies, resulting in a profitable 2013 fiscal year.

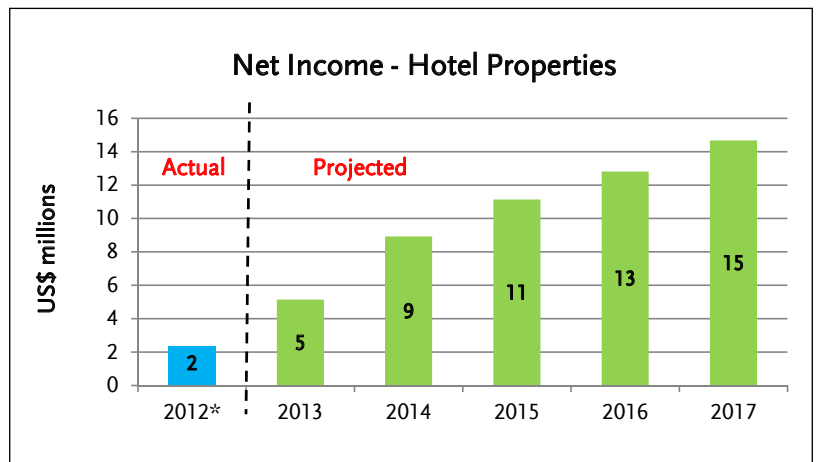
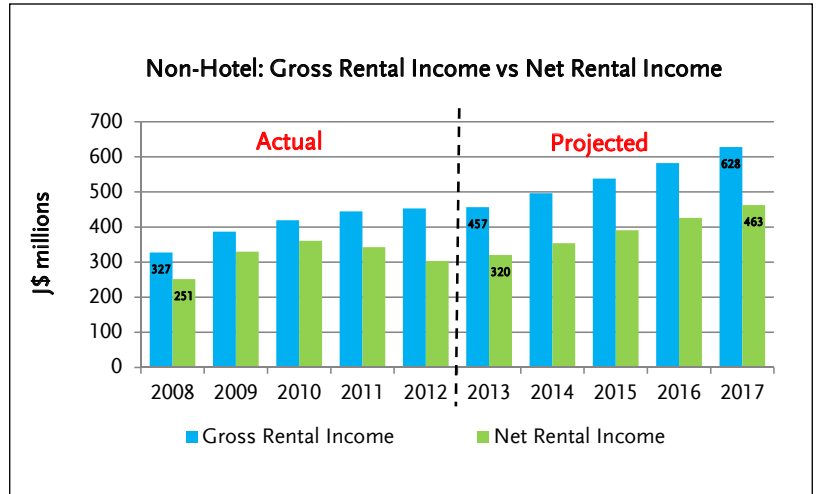


Future Outlook

12.32 Based on the expected performance of the Sigma Real Estate Portfolio, the outlook for X FUND is generally positive. The Directors believe that X FUND will benefit from growth in both income and margins from all properties in the portfolio, as shown:

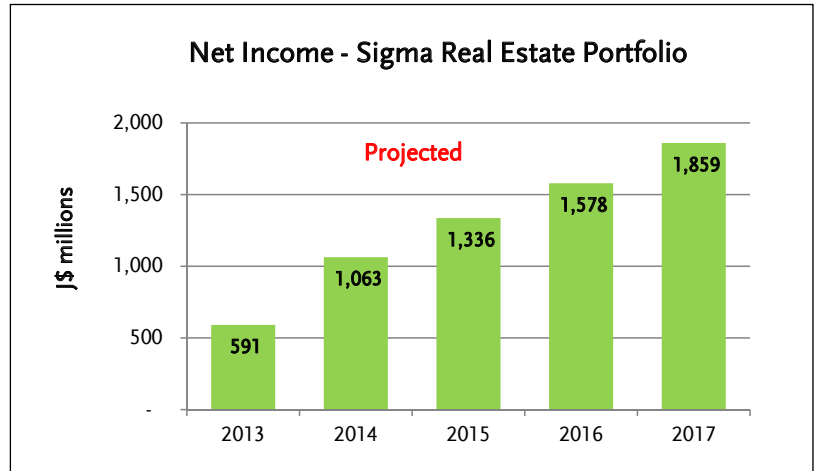
12.33 Rental income for the non-hotel properties is expected to remain somewhat flat in 2013, growing less than 1% over 2012, but should be able to resume faster growth thereafter. This is based on our expectation of a continued rebound in the occupancy rate of 63-67 Knutsford Boulevard as well as maintenance of the growth trend in rental rates throughout the portfolio.

12.34 The operational structure of the portfolio is such that, barring any unforeseen events, growth in rental income and occupancy should result in better efficiency as much of the expenses are paid by the tenants from the maintenance charges which are collected on a monthly basis. As such, it is expected that margins will show incremental gains going forward as overall occupancy increases.



*Jewel Runaway Bay Net Income contribution is based on 7 months of operations (Jun-Dec 2012).

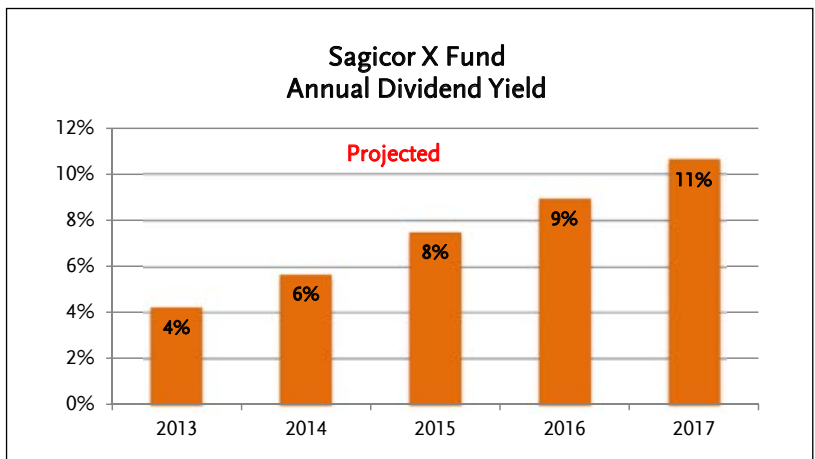
12.35 The Directors have similar expectations from the hotel properties in the portfolio but believe that the benefit from these properties will be more significant as only one of the three properties has been under management long enough for the new strategies to show initial positive returns. Jewel Runaway Bay, which has been under management since 2012, is expected to reverse its loss position by the end of 2013 and Jewel Paradise Cove is expected to turn a profit in the following year.



Hotel earnings are generated in US dollars and have been presented in Jamaican dollar equivalent.

12.36 Since Jewel Dunn's River came under management in 2010 net margin has grown to 5% in 2011 and 19% in 2012. Similar results are expected for the newer properties, with the average net margin for all three properties expected to be just under 25% by 2017.

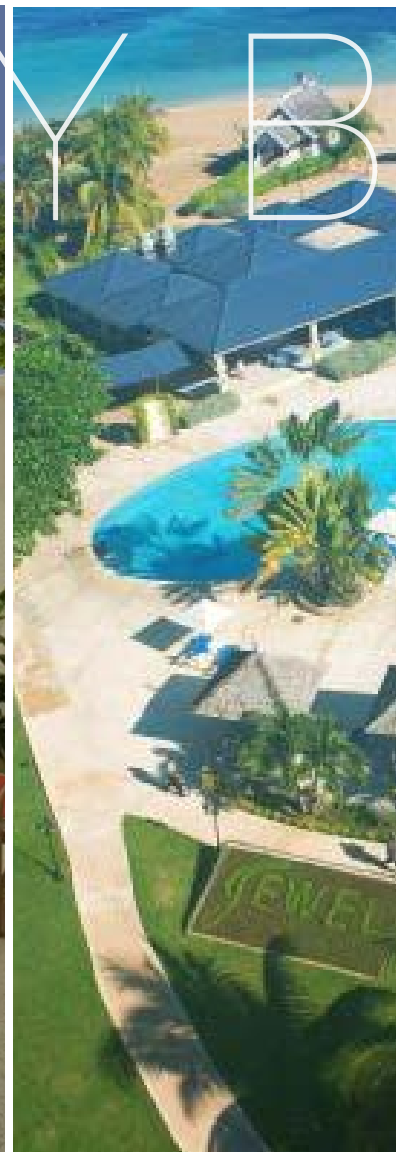
12.37 Our expectations of the future performance of the portfolio as well as our expected dividend policy should allow X FUND to pay dividends by the end of this year. This should continue going forward with the dividend yield (based on the IPO price) of just over 4% initially in 2013 and growing to almost 11% in 2017.





JEWEL RUNAWAY B

BEACH & GOLF RESORT



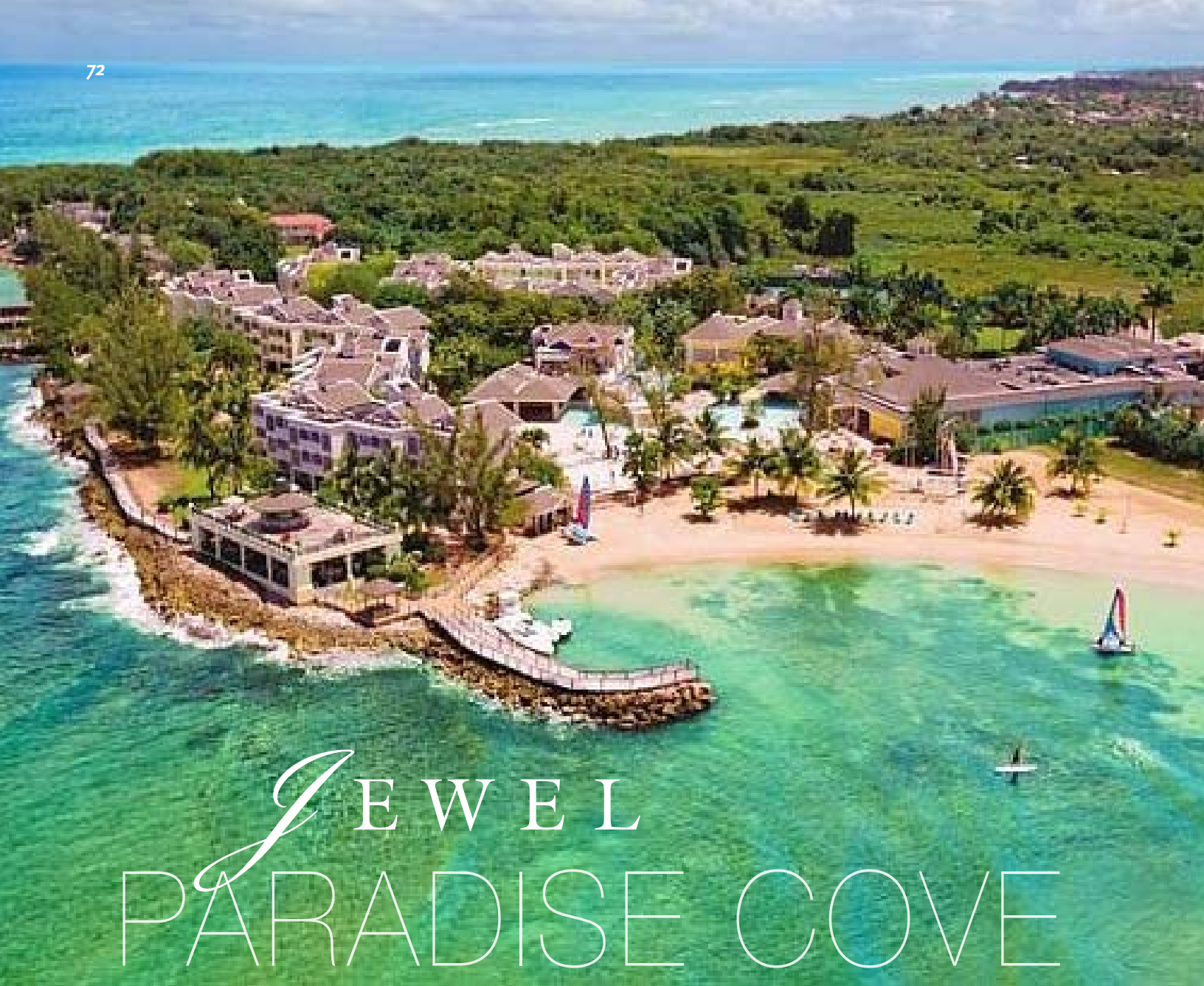


JEWEL DUNN'S RIVER

BEACH & GOLF RESORT









ABOUT AIMBRIDGE HOSPITALITY

Aimbridge Hospitality, LP ("Aimbridge"), a hotel management firm based in Dallas, Texas, has been appointed to manage the hotels under the Jewel brand. Aimbridge was founded and is managed by veteran hoteliers with over 30 years of hospitality experience.

Aimbridge currently owns and/or manages over 180 upscale, independent and branded hotels with nearly 25,000 rooms across the United States and the Caribbean, including affiliations with the largest hotel brands in North America.

The on-site senior executive management of all Jewel properties in Jamaica are Jamaicans residents. The Aimbridge management team and their dedicated staff here in Jamaica have transformed the Jewel Dunn's River and Jewel Runaway Bay resorts into two of the most successful on the island, with the projected outlook for Jewel Paradise Cove to be the same.

THE JEWEL
DUNN'S RIVER
Beach Resort and Spa

JEWEL
RUNAWAY BAY
Beach & Golf Resort



AWARD WINNING JAMAICAN HOSPITALITY

JEWEL RESORTS DUNN'S RIVER BEACH RESORT & SPA

- "Golden Apple Award 2012" – Apple Vacations
- "Outstanding Customer Service Award 2011" – Thomas Cook
- "Insiders' Select Award 2011 & 2012" – Expedia
- "Top Independent Hotel Partner of the Year 2012" – Expedia
- "Top hotels for outstanding quality, customer service and product delivery 2011 & 2012" – MLT Vacations
- "Shortlisted Best Accommodation Site 2012" – Travel Mole
- "Excellence Award 2012" – Travelocity
- "Certificate of Excellence 2011, 2012 & 2013" – Tripadvisor®
- "Accommodation Excellence Awards 2012" – Tropical Sky

JEWEL RUNAWAY BAY BEACH & GOLF RESORT

- "Certificate of Excellence 2013" - Tripadvisor





REAL ESTATE X FUND

**Deloitte Touche Tohmatsu
Management Consultants**
7 West Avenue
Kingston Gardens
P.O. Box 13, Kingston 4
Jamaica, W.I.

Tel: (876) 922 6825-7
Fax: (876) 922 7673
<http://www.deloitte.com/jm>

42B & 42C Union Street
Montego Bay
Jamaica, W.I.

Tel: (876) 952 4713-4
Fax: (876) 979 0246

CONSULTANTS' REPORT TO:

The Directors of

Sagicor Real Estate X Fund Limited

On the basis of projections prepared and provided by management, we have reviewed, in accordance with the International Standard on Assurance Engagements 3400, The Examination of Prospective Financial Information to assess the reasonableness of Management's projected financial Statements for the five-year period January 1, 2013 to December 31, 2017. The directors and management are responsible for the projections, including the assumptions which are presented on the following pages. Review of historical financial information was outside the scope of this engagement.

The projections have been prepared for the purpose of inclusion in the Company's Prospectus. The projections are prepared using a set of assumptions that include hypothetical assumptions about future events and management's actions. However, even if the events anticipated under the hypothetical assumptions described above occur, the actual results are still likely to be different from the projection since other anticipated events frequently do not occur as expected and the variation may be material.

Based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that these assumptions do not provide a reasonable basis for the projection. Further in our opinion, the projections are properly prepared on the basis of the assumptions.

Deloitte, Touche, Tohmatsu will have no responsibility to update this report for events and circumstances occurring after the date of this report.

This engagement is not an audit and as such no assurance regarding the assertions will be expressed. Further, the engagement cannot be relied upon to disclose errors in management assumptions or judgment, irregularities or illegal acts, including fraud or defalcations that may exist.

The intended purpose of these financial projections is for inclusion in the Prospectus, and its distribution and use is limited only to the directors of Sagicor Real Estate X Fund Limited, its Broker and the potential finance providers. Consequently readers are cautioned that this projection may not be appropriate for purposes other than that described above.

Deloitte Touche Tohmatsu

Management Consultants
Kingston, Jamaica

April 30, 2013

Audley L. Gordon, Anura Jayatillake, Winston G. Robinson, Fagan E. Calvert, Gihan C. deMel

Member of
Deloitte Touche Tohmatsu Limited

13. PROJECTED FINANCIAL STATEMENTS

FOR THE YEARS ENDING DECEMBER 31, 2013 - 2017

PROSPECTIVE FINANCIAL STATEMENTS

The prospective financial statements for Sagikor Real Estate X Fund Limited for the periods January 1, 2013 to December 31, 2017 are presented below as follows:

INCOME STATEMENT FOR THE YEARS ENDING DECEMBER 2013-2017						
	Notes	2013 J\$000	2014 J\$000	2015 J\$000	2016 J\$000	2017 J\$000
Dividend Income	2	215,918	290,318	383,032	457,368	543,957
Other Income	3	37,308	17,347	17,569	17,815	18,088
Expenses						
Administrative Fees	4	6,667	10,000	10,000	10,000	10,000
Audit Fees	5	500	519	539	561	586
Registrar Fees	6	5,000	5,187	5,389	5,612	5,860
Listing Fees		1,642	1,642	1,642	1,642	1,642
Legal Fees		3,500	-	-	-	-
Broker Fees	7	20,000	-	-	-	-
		37,308	17,347	17,569	17,815	18,088
Net Profit before Taxation		215,918	290,318	383,032	457,368	543,957
Taxation	8	2,159	2,903	3,830	4,574	5,440
Net Profit after Taxation		213,759	287,415	379,202	452,795	538,518

STATEMENT OF FINANCIAL POSITION AS AT DECEMBER 2013-2017							
	Notes	Mar- 13 J\$000	2013 J\$000	2014 J\$000	2015 J\$000	2016 J\$000	2017 J\$000
ASSETS							
Investment in Sigma Real Estate	9		5,077,013	5,266,534	5,471,559	5,698,541	5,950,525
Cash Balance			2,223	5,098	8,890	13,417	18,803
Owed by Related Party	10	86	-	-	-	-	-
Total Assets		86	5,079,237	5,271,632	5,480,448	5,711,958	5,969,328
SHAREHOLDERS' EQUITY							
Share Capital	10	86	5,000,086	5,000,086	5,000,086	5,000,086	5,000,086
Retained Earnings			2,223	5,098	8,890	13,417	18,803
Revaluation Reserve			76,928	266,449	471,473	698,455	950,440
Total Shareholders' Equity		86	5,079,237	5,271,632	5,480,448	5,711,958	5,969,328

13. PROJECTED FINANCIAL STATEMENTS

FOR THE YEARS ENDING DECEMBER 31, 2013 - 2017

STATEMENT OF CASH FLOWS FOR THE YEARS ENDING DECEMBER 2013-2017						
	Notes	2013 J\$000	2014 J\$000	2015 J\$000	2016 J\$000	2017 J\$000
Net Profit		213,759	287,415	379,202	452,795	538,518
Working Capital Changes		86				
INVESTING ACTIVITIES						
Acquisition of Sigma Units	11	(1,000,000)				
FINANCING ACTIVITIES						
Sale of Shares to Public		1,000,000				
Dividends	12	(211,622)	(284,541)	(375,410)	(448,267)	(533,133)
		788,293	(284,541)	(375,410)	(448,267)	(533,133)
Opening Cash Balance		-	2,223	5,098	8,890	13,417
Net Cash Flow		2,223	2,874	3,792	4,528	5,385
Closing Cash Balance		2,223	5,098	8,890	13,417	18,803

13. PROJECTED FINANCIAL STATEMENTS

FOR THE YEARS ENDING DECEMBER 31, 2013 - 2017

1 OVERVIEW

Sagicor Real Estate X Fund Limited (X Fund) is an international business company incorporated in St. Lucia. The company intends to obtain a listing on the Jamaica Stock Exchange. The company's principal activity will be the holding of units in the Sigma Real Estate Portfolio established in Jamaica under the Unit Trusts Act of Jamaica.

The projected financial results for the X Fund provided in this document are linked to the expected financial performance of the Sigma Real Estate Portfolio and, by extension, the performance of each property it owns. It is expected that Sigma Real Estate will own the following properties:

A. NON-HOTEL PROPERTIES

- R. Danny Williams Building
- 63-67 Knutsford Boulevard
- 78a Hagley Park Road
- Sagicor Industrial Park – Marcus Garvey Drive
- Sagicor Industrial Park – Freeport, Montego Bay
- Sagicor Montego Bay Commercial Centre
- Sagicor Industrial Park – Norman Road
- Spanish Town Shopping Centre
- 23-25 Seymour Avenue

B. HOTELS

- Jewel Dunns River (JDR)
- Jewel Runaway Bay (JRB)
- Jewel Paradise Cove (JPC)

2 DIVIDEND INCOME

The X Fund's primary source of income will be the dividends distributed from the Sigma Real Estate Portfolio. Key assumptions and results for non-hotel and hotel properties on which the dividend payments to the X Fund are calculated, are detailed in the following notes.

2.1 Non-Hotel Properties

2.1.1 Revenue Assumptions

2.1.1.1 Rental Income

Revenue for non-hotel properties have been projected based on the average occupancy percentage and rental rate per square feet considering historical trends and future plans. Rental rates for most properties are projected to increase at a rate of 7.5% per annum. Table 2.1 shows the occupancy levels and the average rate per square ft. for each property (Historical rates are presented in Appendix 1)

13. PROJECTED FINANCIAL STATEMENTS

FOR THE YEARS ENDING DECEMBER 31, 2013 - 2017

TABLE 2.1 NON-HOTEL PROPERTIES KEY RENTAL INCOME ASSUMPTIONS

Property	Square Footage	2013	2014	2015	2016	2017
R. Danny Williams Building	151,704					
Average Occupancy		100%	100%	100%	100%	100%
Average Rental rate per Square Ft.		986.58	1,060.57	1,140.12	1,225.62	1,317.55
63-67 Knutsford Blvd	68,880					
Average Occupancy		70%	78%	83%	86%	89%
Average Rental rate per Square Ft.		1,017.90	1,056.22	1,122.56	1,206.75	1,297.26
Sagicor Industrial Park - Norman Road	233,389					
Average Occupancy		96%	96%	96%	96%	96%
Average Rental rate per Square Ft.		500.41	537.94	578.28	621.65	668.28
Sagicor Industrial Park – Freeport, Montego Bay	194,240					
Average Occupancy		90%	90%	90%	90%	90%
Average Rental rate per Square Ft.		482.41	516.26	554.98	596.60	641.35
Sagicor Montego Bay Commercial Centre	28,650					
Average Occupancy		80%	81%	84%	85%	85%
Average Rental rate per Square Ft.		975.53	1,048.69	1,127.35	1,211.90	1,302.79
Sagicor Industrial Park Marcus Garvey Drive	74,466					
Average Occupancy		69%	70%	70%	70%	70%
Average Rental rate per Square Ft.		531.37	571.22	614.06	660.11	709.62
78a Hagley Park Road	23,413					
Average Occupancy		92%	94%	98%	100%	100%
Average Rental rate per Square Ft.		415.79	446.97	480.50	516.53	555.27
Spanish Town Shopping Centre	9,460					
Average Occupancy		68%	68%	68%	68%	68%
Average Rental rate per Square Ft.		625.46	672.37	722.79	777.00	835.28

13. PROJECTED FINANCIAL STATEMENTS

FOR THE YEARS ENDING DECEMBER 31, 2013 - 2017

2 DIVIDEND INCOME (Cont'd)

2.1 Non-Hotel Properties (Cont'd)

2.1.1.2 Maintenance Income

Maintenance Income is based on the cost to maintain each property and considers the occupancy level at each property.

2.1.2 Expense Assumptions

Expenses for each property have been projected based on the information below:

2.1.2.1 Building Management Cost

Building management cost is based on total revenue from non-hotel properties (rental and maintenance income). This cost is calculated as 6.5% per annum of total revenue.

2.1.2.2 Management fees

Management fees are forecast at 12.5% of other maintenance expenses

2.1.2.3 Rental commission

Rental commission will be 5% of rental income

2.1.2.4 Other Expenses

In addition to rental commission and vacancy expenses, an additional 7% of maintenance expenses will be borne by the landlord

Other maintenance expenses including, utilities, air conditioners, building and standby generator maintenance, audit fees and security costs, and are expected to grow by an average of 13% in 2013 and 7% thereafter (details of expenses are included in Appendix 2).

2.1.3 Capital Expenditure

Capital expenditure for each property has been projected as follows:

• 2013:	15% of rental income
• 2014:	10% of rental income
• Thereafter:	5% of rental income

13. PROJECTED FINANCIAL STATEMENTS

FOR THE YEARS ENDING DECEMBER 31, 2013 - 2017

2 DIVIDEND INCOME (Cont'd)

2.1.4 Summary of Non-Hotel Properties performance

TABLE 2.2: SUMMARY INCOME STATEMENT NON-HOTEL PROPERTIES

	2012	2013	2014	2015	2016	2017
Non Hotel - Details	J\$000	J\$000	J\$000	J\$000	J\$000	J\$000
Revenue						
Rental Income	453,098	456,577	496,360	538,006	582,210	628,110
Maintenance Income	418,642	512,691	559,916	608,131	655,868	707,297
	871,740	969,268	1,056,276	1,146,138	1,238,078	1,335,407
Total Maintenance Expenses	545,564	626,316	677,449	728,349	782,757	841,175
Rental Commission	22,655	22,829	24,818	26,900	29,111	31,405
Total Expenses	568,219	649,145	702,267	755,249	811,867	872,581
Net Profit	303,521	320,123	354,009	390,889	426,211	462,826

2.2 Hotel Properties

2.2.1 The Jewel Dunn's River Beach Resort & Spa

2.2.1.1 Key assumptions Jewel Dunn's River Beach Resort & Spa

Jewel Dunn's River Beach Resort & Spa (JDR) has a total of 256 rooms. The financial performance of JDR has been forecasted based on the following assumptions:

TABLE 2.3: KEY ASSUMPTIONS JEWEL DUNN'S RIVER

	2012	2013	2014	2015	2016	2017
Other Income (% of Room Revenue)	8.0%	8.5%	9.0%	9.5%	10.0%	10.5%
Expenses (% Growth)						
Operating Expenses	-3.2%	2.0%	2.0%	2.0%	2.0%	2.0%
Insurance	42.0%	1.3%	1.3%	1.3%	1.3%	1.3%
Special Room Tax (US\$ / Occupied Room)						
		4.00	4.00	4.00	4.00	4.00
Basic Management Fee (% of Total Revenue)	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%
Average Occupancy						
	71.4%	75.0%	76.5%	78.0%	78.5%	79.0%
Average Daily Rate US\$						
	230.32	237.23	245.54	255.36	265.57	276.20
Revenue Per Available Room US\$						
	164.44	177.93	187.84	199.18	208.47	218.19

13. PROJECTED FINANCIAL STATEMENTS

FOR THE YEARS ENDING DECEMBER 31, 2013 - 2017

2 DIVIDEND INCOME (Cont'd)

2.2.1.2 Average Daily rate

Average Daily rate is projected to increase at 3% in 2013, 3.5% in 2014 and 4% thereafter.

2.2.1.3 Other assumptions

- Operating expenses are projected to increase at 2% per annum. Improvements in operating efficiencies are expected as various cost savings measures have been introduced at the hotel properties.
- In addition to the basic management fee, there is a performance fee which is conditional on achieving certain agreed targets.
- Capital expenditure for JDR has been projected at 3% of room revenue

2.2.2 Jewel Runaway Bay Beach and Golf Resort

2.2.2.1 Key Assumptions Jewel Runaway Bay Beach and Golf Resort

Jewel Runaway Bay Beach and Golf Resort (JRB) has a total of 266 rooms. The financial performance of JRB has been forecast based on the following assumptions:

TABLE 2.4: KEY ASSUMPTIONS JEWEL RUNAWAY BAY

	2012	2013	2014	2015	2016	2017
Other Income (% of Room Revenue)	12.5%	15.0%	17.5%	17.5%	17.5%	17.5%
Expenses (% Growth)						
Operating Expenses		30.0%	2.0%	2.0%	2.0%	2.0%
Insurance		1.3%	1.3%	1.3%	1.3%	1.3%
Special Room Tax (US\$ / Occupied Room)		4.00	4.00	4.00	4.00	4.00
Basis Management Fee (% of Total Revenue)	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%
Average Occupancy	53.5%	65.0%	67.5%	70.0%	71.5%	73.0%
Average Daily Rate US\$	164.47	225.00	234.00	241.00	248.00	255.00
Revenue Per Available Room US\$	88.05	146.25	157.95	168.70	177.32	186.15

13. PROJECTED FINANCIAL STATEMENTS

FOR THE YEARS ENDING DECEMBER 31, 2013 - 2017

2 DIVIDEND INCOME (Cont'd)

2.2.2.2 Average Daily rate

Average Daily rate is projected to increase at 37% in 2013, 4% in 2014 and approximately 3% thereafter.

2.2.2.3 Other assumptions

- **Operating expenses** are projected to increase at 2% per annum. Improvements in operating efficiencies are expected as various cost savings measures have been introduced at the hotel properties.
- **Management fees:** In addition to the basic management fee, there is a performance fee which is conditional on achieving certain agreed targets.
- **Capital expenditure** for JRB has been projected at 3% of room revenue. There will also be a one-time J\$350 million capital expenditure related to the establishment of a water park at the property.

2.2.3 Jewel Paradise Cove

2.2.3.1 Key Assumptions – Jewel Paradise Cove

Jewel Paradise Cove (JPC) is expected to undertake a major refurbishment programme and open for business on October 1, 2013. The total number of rooms at the property is 225. The financial performance of JPC has been forecast based on the following assumptions:

TABLE 2.5: KEY ASSUMPTIONS JEWEL PARADISE COVE

	2013	2014	2015	2016	2017
Other Income (% of Room Revenue)	9.0%	8.2%	8.0%	8.0%	8.0%
Operating Expense Growth		296.7%	2.0%	2.0%	2.0%
Special Room Tax (US\$ / Occupied Room)	4.00	4.00	4.00	4.00	4.00
Base Management Fee (% of Total Revenue)	2.0%	2.0%	2.0%	2.0%	2.0%
Average Occupancy	70.0%	70.0%	71.5%	73.0%	75.0%
Average Daily Rate	200.00	220.00	229.00	236.00	243.00
Revenue Per Available Room	140.00	154.00	163.74	172.28	182.25
Days of Operation	92	365	365	365	365

13. PROJECTED FINANCIAL STATEMENTS

FOR THE YEARS ENDING DECEMBER 31, 2013 - 2017

2 DIVIDEND INCOME (Cont'd)

2.2.3.2 Average Daily Rate

JPC average daily rate at opening in 2013 is expected to be US\$200. Annual increases are projected at 10% in 2014, 4% in 2015 and approximately 3% thereafter.

2.2.3.3 Other assumptions

- Operating expenses are projected to increase at 2% per annum.
- Management fees: In addition to the basic management fee, there is a performance fee which is conditional on achieving certain agreed targets.
- Capital expenditure for JPC has been projected as follows:

2013:	US\$5 million
Thereafter:	3% of room revenue

2.2.4 Summary of Hotel properties performance

Table 2.6 summarizes the results of the three hotel properties in the United States dollars. Details by property are provided in Appendix 2. Projected financial results for JPC in 2013 reflect a period of three months ending December 31, 2013.

TABLE 2.6: SUMMARY OF HOTEL PROPERTIES PERFORMANCE

DETAILS	2013 US\$000	2014 US\$000	2015 US\$000	2016 US\$000	2017 US\$000
Revenue					
Jewel Dunns River	17,616	18,683	19,902	20,926	22,001
Jewel Runaway Bay	16,329	18,019	19,245	20,229	21,236
Jewel Paradise Cove	3,160	13,686	14,522	15,280	16,165
Total Revenue	37,105	50,388	53,670	56,435	59,402
Total Operating Expenses					
Jewel Dunns River	14,017	14,404	14,811	15,225	15,547
Jewel Runaway Bay	14,761	15,083	15,497	15,918	16,355
Jewel Paradise Cove	3,185	11,977	12,228	12,482	12,826
Total Expenses and Fees	31,963	41,463	42,536	43,625	44,727
Net Profit	5,142	8,925	11,134	12,810	14,674

13. PROJECTED FINANCIAL STATEMENTS

FOR THE YEARS ENDING DECEMBER 31, 2013 - 2017

2 DIVIDEND INCOME (Cont'd)

2.3 Sigma Real Estate - Unit Trust Fees and Expenses

The following expenses are charged against profits of the Sigma Real Estate Portfolio prior to distributions.

- I. **Base Fee** – The base fee is calculated at 1.5% of the average net asset value of the portfolio, except in 2013 (the first year of operation) when it is estimated at 1.5% of the NAV for that year.
- II. **Performance Fee** – This is calculated at 20% of the Excess Performance (excess returns) of the fund above the benchmark for a given year. The fund's total performance is calculated as the change in net asset value plus dividend payments (see Table 2.7). The benchmark of 9% is subject to change based on market conditions.

TABLE 2.7: EXCESS PERFORMANCE

Details	2013	2014	2015	2016	2017
	J\$000	J\$000	J\$000	J\$000	J\$000
Net Asset Value	12,908,916	13,390,796	13,912,095	14,489,224	15,129,925
Change in NAV		481,880	521,299	577,129	640,701
Dividends		738,168	973,905	1,162,914	1,383,077
	-	1,220,048	1,495,204	1,740,043	2,023,778
Annual Performance		9.5%	11.2%	12.5%	14.0%
Conservative Benchmark	13.0%	9.0%	9.0%	9.0%	9.0%
Excess Performance		58,246	290,033	487,954	719,747
Performance Fee (20%)		11,649	58,007	97,591	143,949

- III. **X Fund Expenses** – The Sigma Real Estate Portfolio will reimburse X Fund the operating expenses it incurs in the ordinary course of its business. Details of these expenses are included in the projected Income Statement of X Fund.

13. PROJECTED FINANCIAL STATEMENTS

FOR THE YEARS ENDING DECEMBER 31, 2013 - 2017

2 DIVIDEND INCOME (Cont'd)

2.4 Summary of Sigma Real Estate Portfolio performance

2.4.1 Income Statement Sigma Real Estate Portfolio

Table 2.8 summarizes the income statement for the Sigma Real Estate Portfolio (see details in Appendix 4).

TABLE 2.8: SUMMARY OF SIGMA REAL ESTATE PORTFOLIO FINANCIAL PERFORMANCE					
	2013	2014	2015	2016	2017
	J\$000	J\$000	J\$000	J\$000	J\$000
Revenue					
Hotel	3,622,424	5,282,280	5,907,629	6,522,599	7,208,771
Non-Hotel	969,268	1,056,276	1,146,138	1,238,078	1,335,407
Total Revenue	4,591,692	6,338,556	7,053,767	7,760,677	8,544,178
Total Expenses					
Hotel	3,120,445	4,346,663	4,682,099	5,042,028	5,427,940
Non-Hotel	649,145	702,267	755,249	811,867	872,581
Total Expenses	3,769,590	5,048,930	5,437,348	5,853,895	6,300,521
Net Profit before Unit Trust Expenses	822,102	1,289,625	1,616,418	1,906,781	2,243,657
Unit Trust Expenses	230,942	226,244	280,347	328,416	384,181
Net Profit	591,160	1,063,382	1,336,071	1,578,366	1,859,476

13. PROJECTED FINANCIAL STATEMENTS

FOR THE YEARS ENDING DECEMBER 31, 2013 - 2017

2 DIVIDEND INCOME (Cont'd)

2.4.2 Sigma Real Estate Portfolio Cash flow

Sigma Real Estate Portfolio has projected to distribute dividends based on the cash flow statement detailed in Table 2.9.

Table 2.9: Sigma Real Estate Portfolio Cash Flow Statement

	2013	2014	2015	2016	2017
	J\$000	J\$000	J\$000	J\$000	J\$000
Net Profit	591,160	1,063,382	1,336,071	1,578,366	1,859,476
Operating Activity					
Depreciation	11,915	13,156	13,829	14,557	15,342
Investment Activities					
Capital Expenditure					
Hotel	(839,151)	(158,468)	(177,229)	(195,678)	(216,263)
Non-Hotel	(68,487)	(49,636)	(26,900)	(29,111)	(31,405)
	(907,637)	(208,104)	(204,129)	(224,788)	(247,669)
Financing Activities					
Sale of Shares	1,000,000				
Dividend Payments	(548,999)	(738,168)	(973,905)	(1,162,914)	(1,383,077)
	451,001	(738,168)	(973,905)	(1,162,914)	(1,383,077)
Opening Cash Balance	-	146,440	276,705	448,570	653,790
Net Cash Flow	146,440	130,265	171,866	205,220	244,072
Closing Cash Balance	146,440	276,705	448,570	653,790	897,863

Dividend payments have been conservatively estimated at 85% of the cash generated. X Fund will receive approximately 39.3% of the total Dividend Payments as follows:

	2013	2014	2015	2016	2017
	J\$000	J\$000	J\$000	J\$000	J\$000
Dividend Payments (Table 2.9)	548,999	738,168	973,905	1,162,914	1,383,077
X Fund's share (39.3%)	215,918	290,318	383,032	457,368	543,957

13. PROJECTED FINANCIAL STATEMENTS

FOR THE YEARS ENDING DECEMBER 31, 2013 - 2017

3 OTHER INCOME

Other income consists of the operating expenses reimbursable by Sigma Real Estate Portfolio.

4 ADMINISTRATIVE FEES

Administrative fees will be 0.95% of the value of the units held by X Fund up to a maximum value of \$10 million per year for the first five years.

5 AUDIT FEES

Audit fees have been projected at 0.01% of the value of the units held by the X Fund.

6 REGISTRAR FEES

Registrar fees are projected at 0.1% of the value of the units held by the X Fund.

7 BROKER FEES

Broker fees are estimated at 2% of the funds raised through the proposed IPO.

8 TAXATION

As a company incorporated in St. Lucia the company will pay Income Tax at the rate of 1% of net profit.

9 INVESTMENT IN SIGMA REAL ESTATE

This reflects X Fund's share (approximately 39.3%) of the year end Net Asset Value of the Sigma Real Estate Portfolio. The details of the Net Asset value of the Sigma Real Estate Portfolio are presented in Appendix 5.

10 SHARE CAPITAL

The Company plans to invite subscriptions for up to 500,000,000 ordinary shares which is subject to an Initial Public Offer (IPO) at an initial price of J\$5.00 each. Of these shares, 100,000,000 shares ("the Reserved Shares") have been reserved for subscription by Sagicor Sigma Funds Unit Holders at a subscription price of J\$4.95 per share. Reserved Shares not subscribed by Sagicor Sigma Unit Holders will be available for subscription by other investors at the general IPO price of J\$5.00 per share. The extent of subscription by Sagicor Sigma Unit Holders cannot be determined at this time, and therefore, the projections have been prepared using a subscription price of J\$5 per share. The potential maximum reduction in subscription due to the difference in subscription prices will be J\$5 million.

In addition to ordinary shares, X Fund has one Special Share of US\$1,000 (J\$85,780 at the exchange rate on the date of transaction) issued on May 31, 2011 held by Sagicor Life Jamaica Limited. Based on a Letter of Undertaking by Sagicor Life Jamaica Limited, this amount will be reimbursed and is therefore included as a related party balance.

13. PROJECTED FINANCIAL STATEMENTS

FOR THE YEARS ENDING DECEMBER 31, 2013 - 2017

11 DIVIDENDS PAID

The dividend payments have been projected at 99% of the dividends received from the Sagicor Real Estate Portfolio.

12 PROJECTED EXCHANGE RATES

The hotel properties earn their income in United States dollars. As such, their projected results have been converted using an estimation of the future US\$:J\$ exchange rate. The exchange rates were projected in line with the Purchasing Power Parity Theory.

TABLE 12.1: JS:US\$ EXCHANGE RATE

J\$: US\$ Exchange Rate	2012	2013	2014	2015	2016	2017
FY Average	88.99	97.63	104.83	110.07	115.58	121.36
FY Year-End	92.98	102.28	107.39	112.76	118.40	124.32

13. PROJECTED FINANCIAL STATEMENTS

FOR THE YEARS ENDING DECEMBER 31, 2013 - 2017

Appendix 1 Non-Hotel Key Assumptions

NON-HOTEL ASSUMPTIONS											
PROPERTY	Square Footage	HISTORICAL					PROJECTED				
		2008	2009	2010	2011	2012	2013	2014	2015	2016	2017
R. Danny Williams Building	151,704										
Average Occupancy		100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Average Rental rate per Square Ft.		626.20	626.20	734.26	861.96	934.51	986.58	1,060.57	1,140.12	1,225.62	1,317.55
63-67 Knutsford Blvd	68,880										
Average Occupancy		72%	72%	83%	71%	60%	70%	78%	83%	86%	89%
Average Rental rate per Square Ft.		1,059.08	1,059.08	1,106.21	1,110.19	1,034.53	1,017.90	1,056.22	1,122.56	1,206.75	1,297.26
Sagcor Industrial Park - Norman Road	233,389										
Average Occupancy		86%	86%	85%	81%	88%	96%	96%	96%	96%	96%
Average Rental rate per Square Ft.		372.18	372.18	402.78	438.88	471.33	500.41	537.94	578.28	621.65	668.28
Sagcor Industrial Park - Freeport, Montego Bay	194,240										
Average Occupancy		91%	91%	89%	86%	87%	90%	90%	90%	90%	90%
Average Rental rate per Square Ft.		298.51	298.51	326.25	396.51	461.83	482.41	516.26	554.98	596.60	641.35
Sagcor Montego Bay Commercial Centre	28,650										
Average Occupancy		80%	80%	76%	79%	82%	80%	81%	84%	85%	85%
Average Rental rate per Square Ft.		675.77	675.77	763.99	837.93	906.54	975.53	1,048.69	1,127.35	1,211.90	1,302.79
Sagcor Industrial Park- Marcus Garvey Drive	74,466										
Average Occupancy		78%	78%	66%	64%	64%	69%	70%	70%	70%	70%
Average Rental rate per Square Ft.		402.29	402.29	439.25	462.17	490.80	531.37	571.22	614.06	660.11	709.62
78a Hagley Park Road	23,413										
Average Occupancy		100%	100%	100%	100%	96%	92%	94%	98%	100%	100%
Average Rental rate per Square Ft.		262.08	262.08	264.08	321.60	389.42	415.79	446.97	480.50	516.53	555.27
Spanish Town Shopping Centre	9,460										
Average Occupancy		99%	99%	99%	99%	84%	68%	68%	68%	68%	68%
Average Rental rate per Square Ft.		581.72	581.72	599.18	561.99	562.56	625.46	672.37	722.79	777.00	835.28

13. PROJECTED FINANCIAL STATEMENTS

FOR THE YEARS ENDING DECEMBER 31, 2013 - 2017

Appendix 2

Non-Hotel Projected Income Statement

NON-HOTEL PROJECTED INCOME STATEMENT				
	HISTORICAL PERFORMANCE			
NON HOTEL - DETAILS	2008 J\$000	2009 J\$000	2010 J\$000	2011 J\$000
REVENUE				
Rental Income	327,500	386,717	419,227	444,743
Maintenance Income	399,287	408,241	430,812	456,516
Total Revenue	726,787	794,958	850,039	901,259
MAINTENANCE EXPENSES				
Insurance	50,787	65,377	71,522	82,958
Property Tax	1,459	1,459	1,971	2,140
Electricity	122,598	107,526	128,691	149,952
Water and Sewage	19,149	15,469	13,167	19,674
Air Conditioning Maintenance	6,541	3,546	4,616	4,797
Elevator Maintenance	2,214	3,452	2,734	2,490
Standby Generator Maintenance	10,627	3,268	4,586	3,974
Building Equipment Repairs	9,170	9,511	7,601	3,636
Building Repairs	26,307	23,076	23,817	27,678
Cleaning Maintenance and Janitorial	21,510	24,371	27,127	27,161
Advertising	1,386	1,845	968	504
Landscape and Grounds Maintenance	7,221	6,344	6,325	7,527
Security	65,508	68,235	70,923	77,543
Depreciation and Amortization	10,947	10,920	10,784	9,785
Audit Fee	761	837	909	963
Building Management Cost	51,436	49,374	52,908	47,333
Management Fee	44,062	43,941	33,833	58,514
GCT on Management Fee	7,270	7,250	5,921	9,652
Total Maintenance Expenses	458,953	445,801	468,404	536,282
Rental Commission	16,375	19,336	20,961	22,237
Total Expenses	475,328	465,137	489,365	558,519
Net Profit	251,459	329,821	360,673	342,740

PROJECTED PERFORMANCE					
2012 J\$000	2013 J\$000	2014 J\$000	2015 J\$000	2016 J\$000	2017 J\$000
453,098	456,577	496,360	538,006	582,210	628,110
418,642	512,691	559,916	608,131	655,868	707,297
871,740	969,268	1,056,276	1,146,138	1,238,078	1,335,407
98,824	109,767	119,342	126,875	134,884	143,399
2,144	2,171	2,198	2,226	2,254	2,282
157,472	173,219	187,942	203,918	221,251	240,057
21,053	23,158	25,126	27,262	29,579	32,094
(8,026)	4,414	4,723	5,054	5,408	5,786
2,321	2,553	2,732	2,923	3,127	3,346
12,494	13,743	14,705	15,735	16,836	18,015
3,924	4,316	4,619	4,942	5,288	5,658
19,965	21,961	23,498	25,143	26,903	28,787
30,369	33,406	35,744	38,246	40,924	43,788
98	-	-	-	-	-
6,555	7,112	7,609	8,142	8,712	9,322
68,660	74,496	79,711	85,290	91,261	97,649
10,203	11,915	13,156	13,829	14,557	15,342
1,354	1,469	1,571	1,681	1,799	1,925
48,808	63,002	68,658	74,499	80,475	86,801
59,527	68,338	73,917	79,471	85,407	91,781
9,822	11,276	12,196	13,113	14,092	15,144
545,564	626,316	677,449	728,349	782,757	841,175
22,655	22,829	24,818	26,900	29,111	31,405
568,219	649,145	702,267	755,249	811,867	872,581
303,521	320,123	354,009	390,889	426,211	462,826

13. PROJECTED FINANCIAL STATEMENTS

FOR THE YEARS ENDING DECEMBER 31, 2013 - 2017

Appendix 3 Hotel Projected Income Statement

JEWEL DUNNS RIVER

STATEMENT OF FINANCIAL PERFORMANCE FOR THE YEARS ENDED DECEMBER

JEWEL DUNNS RIVER - US\$ '000	2012 US\$000	2013 US\$000	2014 US\$000	2015 US\$000	2016 US\$000	2017 US\$000
Revenue						
Room Revenue	15,406	16,236	17,140	18,175	19,023	19,910
Other	1,227	1,380	1,543	1,727	1,902	2,091
Total Revenue	16,633	17,616	18,683	19,902	20,926	22,001
Operating Expenses	12,382	12,630	12,882	13,140	13,403	13,671
Management Fees	328	352	374	398	419	440
Insurance	665	673	682	690	699	708
Special Room Tax	76	274	279	285	287	288
	13,451	13,929	14,217	14,513	14,806	15,107
Performance Fee	-	88	187	299	419	440
Net Profit	3,182	3,599	4,279	5,091	5,701	6,454
NOI	3,182	3,687	4,466	5,389	6,119	6,894

JEWEL RUNAWAY BAY

STATEMENT OF FINANCIAL PERFORMANCE FOR THE YEARS ENDED DECEMBER

JEWEL RUNAWAY BAY	2012 US\$000	2013 US\$000	2014 US\$000	2015 US\$000	2016 US\$000	2017 US\$000
Revenue						
Room Revenue	4,837	14,199	15,335	16,379	17,216	18,073
Other	607	2,130	2,684	2,866	3,013	3,163
Total Revenue	5,444	16,329	18,019	19,245	20,229	21,236
Operating Expenses	5,691	13,450	13,719	13,994	14,274	14,559
Management Fees	112	327	360	385	405	425
Insurance	422	732	741	750	760	769
Special Room Tax	59	252	262	272	278	284
	6,283	14,761	15,083	15,401	15,715	16,036
Performance Fee	-	-	-	96	202	319
Net Profit	(838)	1,568	2,936	3,748	4,311	4,881
NOI	(838)	1,568	2,936	3,845	4,513	5,200

13. PROJECTED FINANCIAL STATEMENTS

FOR THE YEARS ENDING DECEMBER 31, 2013 - 2017

Appendix 3

Hotel Projected Income Statement (Cont'd)

JEWEL PARADISE COVE

STATEMENT OF FINANCIAL PERFORMANCE FOR THE YEARS ENDED DECEMBER

JEWEL PARADISE COVE	2013 US\$000	2014 US\$000	2015 US\$000	2016 US\$000	2017 US\$000
Revenue					
Room Revenue	2,898	12,647	13,447	14,148	14,967
Other	262	1,039	1,076	1,132	1,197
Total Revenue	3,160	13,686	14,522	15,280	16,165
Operating Expenses	2,892	11,473	11,702	11,937	12,175
Management Fees	63	274	290	306	323
Special Room Tax	230	230	235	240	246
Insurance	398	403	408	414	419
Total Expenses	3,185	11,977	12,228	12,482	12,745
Performance Fee	-	-	-	-	81
Net Profit	(25)	1,710	2,295	2,798	3,339
NOI	(25)	1,710	2,295	2,798	3,420

SAGICOR REAL ESTATE X FUND

CONSOLIDATED HOTEL PROPERTIES FINANCIAL STATEMENT PERFORMANCE FOR THE YEARS ENDING DECEMBER

	2012 US\$000	2013 US\$000	2014 US\$000	2015 US\$000	2016 US\$000	2017 US\$000
Revenue						
Room Revenue	20,244	33,333	45,123	48,001	50,388	52,951
Other	1,834	3,772	5,265	5,669	6,047	6,451
Total Revenue	22,078	37,105	50,388	53,670	56,435	59,402
Operating Expenses	18,072	28,972	38,074	38,836	39,613	40,405
Management Fees	439	742	1,008	1,073	1,129	1,188
Insurance	1,087	1,405	1,423	1,440	1,458	1,477
Special Room Tax	135	756	771	791	804	818
Total Expenses	19,734	31,875	41,276	42,141	43,004	43,888
Performance Fee	-	88	187	395	621	839
Net Profit	2,344	5,142	8,925	11,134	12,810	14,674

13. PROJECTED FINANCIAL STATEMENTS

FOR THE YEARS ENDING DECEMBER 31, 2013 - 2017

Appendix 4

Sigma Real Estate Projected Income Statement

SIGMA REAL ESTATE PORTFOLIO

FINANCIAL PERFORMANCE FOR THE YEARS ENDING DECEMBER:

DETAILS	2013 J\$000	2014 J\$000	2015 J\$000	2016 J\$000	2017 J\$000
Revenue					
Hotel	3,622,424	5,282,280	5,907,629	6,522,599	7,208,771
Non-Hotel	969,268	1,056,276	1,146,138	1,238,078	1,335,407
Total Revenue	4,591,692	6,338,556	7,053,767	7,760,677	8,544,178
Operating Expenses					
Hotel	2,902,225	4,072,293	4,361,941	4,671,263	5,002,697
Non-Hotel	373,933	403,336	434,391	467,898	504,050
	3,276,158	4,475,629	4,796,332	5,139,161	5,506,747
Insurance					
Hotel	137,173	149,139	158,554	168,562	179,203
Non-Hotel	109,767	119,342	126,875	134,884	143,399
	246,940	268,481	285,429	303,447	322,602
Management Fees & Commissions					
Hotel	81,047	125,231	161,605	202,203	246,040
Non-Hotel	165,445	179,589	193,983	209,085	225,132
	246,492	304,820	355,587	411,288	471,172
Net Profit before Unit Trust Fees	822,102	1,289,625	1,616,418	1,906,781	2,243,657
Unit Trust Fees and Expenses					
Base Fee	193,634	197,248	204,772	213,010	222,144
Performance Fee		11,649	58,007	97,591	143,949
Expense Share of X-Funds	37,308	17,347	17,569	17,815	18,088
	230,942	226,244	280,347	328,416	384,181
Net Profit after Unit Trust Fees	591,160	1,063,382	1,336,071	1,578,366	1,859,476

13. PROJECTED FINANCIAL STATEMENTS

FOR THE YEARS ENDING DECEMBER 31, 2013 - 2017

Appendix 5 Sigma Real Estate Net Assets

SIGMA REAL ESTATE PORTFOLIO NET ASSET VALUES AS AT DECEMBER:						
	Year 0	2013 J\$000	2014 J\$000	2015 J\$000	2016 J\$000	2017 J\$000
Fixed Assets						
R. Danny Williams Building	1,330,000	1,346,625	1,363,458	1,380,501	1,397,757	1,415,229
Sagikor Industrial Park - Norman Road	853,000	863,313	873,754	884,326	895,030	905,868
Sagikor Industrial Park - Freeport, Montego Bay	670,000	678,375	686,855	695,440	704,133	712,935
Sagikor Montego Bay Commercial Centre	210,000	212,625	215,283	217,974	220,699	223,457
Jewel Dunn's River	3,252,000	3,292,650	3,333,808	3,375,481	3,417,674	3,460,395
Jewel Runaway Bay	2,218,000	2,245,725	2,273,797	2,302,219	2,330,997	2,360,134
Jewel Paradise Cove	1,207,650	1,222,746	1,238,030	1,253,505	1,269,174	1,285,039
63-67 Knutsford Boulevard	1,020,000	1,032,750	1,045,659	1,058,730	1,071,964	1,085,364
Sagikor Industrial Park - Marcus Garvey Drive	370,000	374,625	379,308	384,049	388,850	393,710
78a Hagley Park Road	170,000	172,125	174,277	176,455	178,661	180,894
Spanish Town Shopping Centre	66,450	67,281	68,122	68,973	69,835	70,708
23-25 Seymour Avenue - Vacant Lot	346,000	346,000	346,000	346,000	346,000	346,000
Cap Ex		907,637	1,115,742	1,319,871	1,544,659	1,792,328
Total Fixed Assets	11,713,100	12,762,476	13,114,091	13,463,524	13,835,434	14,232,062
Cash Balance		146,440	276,705	448,570	653,790	897,863
Net Asset Value	11,713,100	12,908,916	13,390,796	13,912,095	14,489,224	15,129,925

14. MANAGEMENT, ADMINISTRATION & CORPORATE GOVERNANCE

(i) *The Board*

14.1 The Articles of Association of X FUND provides for a Board of Directors of not more than eight (8) persons. The current Board comprises five (5) Directors. The Board of Directors is responsible for (i) the strategic direction of X FUND which involves setting its business objectives and the plans for achieving them; (ii) execution of the approved business objectives through adequate management and resources; (iii) monitoring the performance of the Sigma Real Estate Portfolio with a view to achieving the strategic objectives and ensuring compliance with all applicable legal and regulatory regimes; and (iv) due and proper accounting to all stakeholders of X FUND including in particular, the stockholders.

Brief Particulars of the current Directors are set out below.

❖ **Dr. The Hon. R. Danvers (Danny) Williams, O.J., C.D., Hon. LL.D, J.P., CLU**

14.2 Mr. Williams is the one of the Founders and the Past President and Chief Executive Office of Life of Jamaica Limited (now Sagikor Life Jamaica Limited). He commenced his working career at the age of 18 years with North American Life Assurance Company and within seven (7) years rose to the position of Branch Manager and over the next decade, guided the branch to the No. 1 branch office in the North American Life international branch network. He subsequently led a group of Jamaican investors in the establishment of Life of Jamaica Limited.

14.3 Mr. Williams' public and civic services include appointments during the period 1977-1980 as Senator, Minister of State and subsequently, Minister of Industry & Commerce. He has received numerous honours and awards including Doctor of Laws (Hon.) from the University of Technology, Observer Life Achievement Award, Induction in the Private Sector Organisation of Jamaica (PSOJ) Hall of Fame, the Caribbean Luminary Award from the American Foundation for the University of the West Indies (AFUWI), the Gleaner Honour Award for Voluntary Service, induction into the Caribbean Association of Insurance and Financial Advisors (CARIFA) Hall of Fame, the YEA Entrepreneurial Spirit Award from the Young Entrepreneurs Association and One of the 50 Living Legacy Award from the Caribbean Community for Retired Persons (CCRP).

14.4 He served as President of the Jamaica Association for the Deaf for 10 years and is past Chairman of the Jamaica Association for the Advancement of Literacy, and the National Development Foundation of Jamaica as well as past Vice President of the Jaycees of Jamaica and the West Indies Jaycees.

❖ **Richard Owen Byles, B.Sc. (Econ), M.Sc.**

14.5 Mr. Byles is President and Chief Executive Officer of Sagicor Life Jamaica Limited. He received his first degree in Economics at the University of the West Indies and a Masters of Science in National Development and Planning from the University of Bradford. He has held managerial positions in several major corporations in Jamaica including First Life Jamaica Limited, where he was Chairman and Chief Executive Officer and Pan-Jamaican Investment Limited where he was President and Chief Executive Officer.

14.6 Mr. Byles is currently Chairman of Desnoes & Geddes Limited (“Red Stripe”) and has served on other boards both in the public and private sectors.

❖ **Michael Fraser, J.P. CLU**

14.7 Mr. Fraser is a Chartered Life Underwriter who has worked in the Insurance Industry in Jamaica for several years. He served as President and Chief Executive Officer of Island Life Insurance Company Limited and Deputy Chief Executive Officer and Chief Marketing Officer of Sagicor Life Jamaica Limited. He is currently the President & Chief Executive Officer of Sagicor Life of the Cayman Islands Limited and is a Director of Sagicor Insurance Brokers Limited. He also serves as a consultant with Sagicor Life Jamaica Limited.

14.8 He is a Past President of the Life Underwriters Association of Jamaica and in 1999, was voted by the Association “Insurance Man of the Year”. In 2005 he was inducted in the Caribbean Insurance Hall of Fame.

❖ **Rohan Miller, B.Sc. (Agri.) (Hon), MBA**

14.9 Mr. Miller is the Executive Vice President and Chief Investment Officer of Sagicor Life Jamaica Limited and Sagicor Life of the Cayman Islands Limited. He was awarded a B.Sc. (Hon.) degree with a major in Agricultural Economics by the University of the West Indies where he studied on scholarship from the Commonwealth Fund for Technical Cooperation. He received a MBA (Beta Gamma Sigma) in Finance from Rutgers University, Graduate School of Management where he received the Christine Dymysza Memorial Scholarship for academic excellence and the Edmund L. Houston Foundation Award for Outstanding Achievement.

14.10 He leads a team that manages a mix of investments totaling J\$150 billion. He currently sits on the Asset and Liability Committee of Sagicor Life Jamaica Limited.

❖ **Dr. Marjorie Patricia Downes-Grant B.A, M.A. (Econ), MBA, DBA**

14.11 Dr. Downes-Grant was appointed President and Chief Executive Office of Sagicor Life Inc. on January 1, 2006 having previously served as Group Chief Operating Officer of that company. She holds an MBA in Finance, M.A. in Economics and a Doctorate in Business Administration (Finance), all awarded by the University of Bradford in the United Kingdom. She previously worked as a Senior Manager in the Management Consulting and Insolvency Division

of Coopers & Lybrand. Prior to that, she worked in development banking. She is a former Chairman of the Barbados Stock Exchange and the Barbados Central Depository and a Director of several companies within the Sagicor Group and also the Barbadian Private Sector.

❖ **Stephen McNamara, Barrister-at-law**

14.12 Mr. McNamara is the senior partner of McNamara & Company, attorneys-at-law in Saint Lucia. He was called to the Bar of England & Wales as a barrister of law of Lincolns Inn in 1972. That same year he was admitted as an attorney-at-law to the Bar of Saint Lucia. Mr. McNamara is director of Sagicor Life Inc., Sagicor Financial Corporation and several other companies within the Sagicor Group. He is a director of Saint Lucia Electricity Services Limited and various companies in Saint Lucia. He is currently President of the Saint Lucia Tennis Association and a life member of the Barbados Cricket Association.

(ii) *The Management*

❖ **Company Secretary**

McNamara Corporate Services Inc.
20 Micoud Street
Castries
St. Lucia

(ii) *The Management Arrangement*

14.13 X FUND will be a special-purpose investment holding company. As such it will not need any permanent management staff or employees. Instead, Sagicor Jamaica will provide management services and operational oversight of the business and affairs of X FUND. The foregoing services are being provided under the Administrative Services Agreement details of which are outlined below.

(iii) *Corporate Governance*

14.14 The Board of Directors of X FUND will establish a tradition of best practices in corporate governance as a foundation for long-term success, while committing to internationally accepted standards and practices, including compliance with sound accounting practices. X FUND recognizes the need to continuously upgrade its standards of corporate governance through a review process and therefore intends to adopt new standards as they evolve

14.15 X FUND will establish an Audit & Finance Committee and an Investment Committee to ensure that there is an ongoing review of its corporate integrity and X FUND's ability to achieve its strategic and operational objectives.

14.16 The membership of each Committee will be appointed by the Board from among the Directors. Prior to listing the Directors intend to appoint independent directors one of which will be a person with accounting background. That person will be invited to chair the Audit & Finance Committee which will also comprise another independent director and another director appointed from the present complement. These Committees will meet quarterly in the absence of any pressing matter or emergency.

(iv) *Administrative Services Agreement*

14.17 X FUND has entered into an Administrative Services Agreement with Sagicor Jamaica whereby Sagicor Jamaica will provide a variety of administrative services to X FUND. These services include the following:

- (a) providing overall executive management services to the extent required for the good governance and sound management of X FUND;
- (b) providing all secretarial and office support required in Jamaica by X FUND;
- (c) receiving and accounting for income and outgoings in respect of the X FUND's investment portfolio;
- (d) preparing papers for local board meetings of X FUND and providing hosting facilities for such meetings;
- (e) accounting to X FUND for all receipt and expenditures incurred on their account; and
- (f) keeping proper books of account for X FUND in accordance with the Companies Act, 2004.

Sagicor Jamaica shall be paid an administrative fee of 0.95% per annum plus general consumption tax ("GCT"). Such fee shall be paid quarterly/monthly and shall be deducted from income received on behalf X FUND. Expenses incurred by Sagicor Jamaica in the management of X FUND's affairs such as legal fees and travelling expenses shall be borne by X FUND and will be deducted from X FUND's income or other fund in hand.

14.18 It is a critical element of the business model on which this IPO is based that X FUND shall remain as a special purpose investment holding company managed by Sagicor Jamaica. In order to achieve that objective, it is entrenched into X FUND's Memorandum of Association and Articles of Association that termination or modification of the Administrative Services Agreement shall be treated as modification of the rights attaching to the Special Share and accordingly Sagicor Jamaica as holder of the Special Share must consent before the Administrative Services Agreement can be legally terminated or modified.

(v) *Investment Arrangement*

14.19 It is a critical element of the business model which underlies the investment strategy inherent in the X FUND architecture that Sagicor Jamaica shall assume and retain control over X FUND's investment activities. In order to ensure that that is the case the Special Share is designed so that any modification or termination of the Administrative Services Agreement will be a modification of the rights attaching to the Special Share. The effect is that modification or termination of that agreement can only occur with the consent of Sagicor Jamaica, the holder of the Special Share. This will give investors the assurance that the structure in which they have invested will not change even if control of X FUND passes to a third party.

14.20 The key members of the executive management team of Sagicor Jamaica who will provide investment and administrative management services will be Richard Byles and Rohan Miller whose resumes appear above. Mr. Miller in particular, assisted by his investment team at Sagicor Jamaica will implement the investment strategies mandated by the Board. The Sagicor Legal Department through Mrs. Janice Grant-Taffe LL.B. (Hons.) and Ms. Grace Royal LL.B. (Hons.), attorneys-at-law will provide legal support services to X FUND. Both Mrs. Grant-Taffe and Ms. Royal are experienced corporate and real estate practitioners.

15. DIVIDEND POLICY

After providing for an appropriate reserve to cover outgoings and a modest reserve for contingencies, the Directors intend to recommend to the stockholders distribution of up to 85% of annual net realized income. Dividend distribution will be expected to occur twice per year. This policy will be adhered to unless stockholders vote by ordinary resolution to accumulate profits for investment in other properties. The dividend policy is subject to review from time to time by the Board of Directors of the Company. Upon such review, a recommendation would be made to the stockholders but no change would occur until approved by the stockholders as stated above.

16. ACCOUNTANTS' REPORT

SAGICOR REAL ESTATE X FUND LIMITED

Accountants' Report and Financial Statements

FROM DATE OF INCORPORATION
MAY 31, 2011 TO DECEMBER 31, 2012

Contents

	Page
Accountants' Report - to the Directors	105
 FINANCIAL STATEMENTS	
Statement of Financial Position	106
Statement of Comprehensive Income	107
Notes to the Financial Statements	108-109



Deloitte & Touche
Chartered Accountants
7 West Avenue
Kingston Gardens
P.O. Box 13, Kingston 4
Jamaica, W.I.

Tel: (876) 922 6825-7
Fax: (876) 922 7673
<http://www.deloitte.com/jm>

42B & 42C Union Street
Montego Bay
Jamaica, W.I.

Tel: (876) 952 4713-4
Fax: (876) 979 0246

ACCOUNTANTS' REPORT

To the Directors of

SAGICOR REAL ESTATE X FUND LIMITED

Dear Sirs,

We have examined the audited financial statements of Sagicor Real Estate X Fund Limited ("the Company") from the date of incorporation May 31, 2011 to December 31, 2012.

We have acted as auditors of the company throughout the period covered by this report. We have not audited any financial statements of the Company, in respect of any period subsequent to December 31, 2012.

The Company has not commenced operations and therefore has not generated any revenues. Expenses to-date have been limited to IPO related expenses and as indicated in the letter of undertaking dated April 25, 2013, these expenses will be reimbursed by the Sagicor Sigma Real Estate portfolio.

In our opinion, the financial information, for the purpose of this report, and on the basis of presentation gives a true and fair view of the results of the Company from the date of incorporation May 31, 2011 to December 31, 2012 and of the statement of financial position of the Company as at December 31, 2012.

We understand that the intended use and distribution of the information we have compiled is for inclusion in the company's prospectus as required by Part II of the Third Schedule to the Companies Act 2004.

Chartered Accountants

Kingston, Jamaica
May 7, 2013

SAGICOR REAL ESTATE X FUND LIMITED

STATEMENT OF FINANCIAL POSITION AS AT DECEMBER 31, 2012

	<u>Notes</u>	J\$
ASSET		
Owed by related party	3.2	<u>85,781</u>
SHAREHOLDERS' EQUITY		
Share Capital	3	<u>85,781</u>

The Notes on Pages 106 - 107 form an integral part of the Financial Statements

SAGICOR REAL ESTATE X FUND LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FROM DATE OF INCORPORATION MAY 31, 2011 TO DECEMBER 31, 2012

	<u>Notes</u>	J\$
INCOME		-
EXPENSES		
Incorporation Expenses		180,495
Less: Reimbursable by Sigma Real Estate Portfolio		<u>(180,495)</u>
NET PROFIT/LOSS		<u>-</u>

The Notes on Pages 106 - 107 form an integral part of the Financial Statements

SAGICOR REAL ESTATE X FUND LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FROM DATE OF INCORPORATION MAY 31, 2011 TO DECEMBER 31, 2012

1. INCORPORATION AND IDENTIFICATION

Sagicor Real Estate X Fund Limited (The Company), is an international business company established under the International Business Companies Act, 1999 (as amended) of Saint Lucia. The company was incorporated on May 31, 2011 as Sagicor X Funds SPC Limited, however the name was subsequently changed on February 28, 2013 to Sagicor Real Estate X Fund Limited.

The company's principal activity will be the holding of units in the Sigma Real Estate Portfolio established in Jamaica under the Unit Trusts Act of Jamaica.

These financial statements are expressed in Jamaican Dollars.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The Company has not commenced operations and therefore has not generated any revenues. Expenses to-date have been limited to IPO related expenses and as indicated in the letter of undertaking dated April 25, 2013, these expenses will be reimbursed by the Sagicor Sigma Real Estate portfolio.

The financial statements will be prepared in accordance and comply with International Financial Reporting Standards (IFRS) when it becomes operational.

3. SHARE CAPITAL

Authorised	Number	US\$
Ordinary shares of J\$1.00 each	Unspecified	5,000,000,000
Special share of US\$1.00 each	1	<u>1</u>
		<u>5,000,000,001</u>
Issued and Fully Paid		
Ordinary shares of J\$1.00 each		1
Special share of US\$1,000 each (US\$1=J\$100)		<u>100,000</u>
		<u>100,001</u>

3.1 The Company plans to invite subscriptions for 200,000,000 ordinary shares (extendable on demand to up to 500,000,000 ordinary shares) by way of an Initial Public Offer (IPO) at a subscription price of J\$5.00 each. Of these shares, 100,000,000 shares ("the Reserved Shares") have been reserved for subscription by Sagicor Sigma Unit Holders at subscription price of J\$4.95 per share. The "Reserved Shares", not subscribed by Sagicor Sigma Unit Holders, will be available for subscription by other investors at the general IPO price of J\$5.00 per share.

3.2 The Special Share of US\$1,000 issued on May 31, 2011 held by Sagicor Life Jamaica Limited was acquired in consideration for incorporation and start-up expenses which have exceeded a total of J\$85,780 (US\$1,000 at J\$85.78, the exchange rate on the date of issue). However, based on a subsequent agreement with Sagicor Life Jamaica Limited, dated April 25 2013, this amount will be reimbursed and is therefore included as a related party balance.

SAGICOR REAL ESTATE X FUND LIMITED

NOTES TO THE FINANCIAL STATEMENTSFROM DATE OF INCORPORATION MAY 31, 2011 TO DECEMBER 31, 2012

3. SHARE CAPITAL (Cont'd)

3.3 The currently issued one share and all the other ordinary shares issued under the IPO will rank *pari pasu* with each other. Accordingly, they will rank equally for dividends and other distributions thereafter declared, paid or made on the ordinary shares.

3.4 Voting Rights

The Special Share issued to Sagicor Life Jamaica Limited carries 51% of the votes at a general meeting but no right to dividends or receipt of any distribution of assets on a winding up.

Ordinary shares have one vote each.

3.5 Allotment Of Shares

The allotment of shares in the IPO is conditional on the issued ordinary shares of the Company being listed on the Jamaica Stock Exchange within twenty-one (21) days after the close of the subscription list. If this condition is not met the Company will not proceed with the allotment and monies received from investors will be refunded (without interest) within 48 days after the issue of the prospectus.

4. DIVIDENDS

The Company has not declared or paid any distribution since its incorporation.

5. SUBSIDIARIES

The Company has no subsidiaries.

6. USE OF IPO PROCEEDS

The Directors have informed us that the IPO proceeds will be applied to purchase units in the Sagicor Sigma Real Estate Portfolio.

The company's future income streams will consist principally of dividends and capital gains on X Fund units. This income less operational expenses and St. Lucian income tax will be available for distribution to shareholders as the Board of Directors of the Company may decide.

7. ISSUE EXPENSES

The Company has incurred expenses in connection with the IPO (i.e., printing, sponsoring brokers' fees, legal and accounting fees and preparation and ultimate issue of the prospectus) estimated at J\$30 million. These expenses are technically for the Company's account. However, the Sigma Real Estate Portfolio has undertaken to bear these expenses.

17. STATUTORY & GENERAL INFORMATION

1 (a) The Company has issued one Special Share to Sagicor Jamaica. The Special Share carries the right to 51% of the votes on a poll in general meetings otherwise, on a show of hands, it has only one vote. The holder of the Special Share may demand a poll at a general meeting. The Special Share has special class rights entrenched in the Memorandum of Association of the Company. Accordingly each of the following proposals is deemed to be a proposed variation of the rights attaching to the Special Share and is only effective with the consent in writing of the Special Shareholder (i.e. Sagicor Jamaica); namely: (i) modification or termination of the Administrative Services Agreement ; (ii) the amendment or removal or alteration of the effect of all or any of the provisions in the Memorandum of Association or the Articles of Association of the Company setting out the rights and privileges attaching to the Special Share or otherwise concerning the Special Share. The Company has not issued any founders, management or deferred shares.

(b) The Memorandum of Association and the Articles of Association fix no shareholding qualification for directors and none have been otherwise fixed by the Company in general meeting. The Articles of Association contain the following provisions with respect to the remuneration of directors and other pertinent matters which may be material:

6. The shares shall be under the control of the directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit PROVIDED that the Special Share shall be held only by Sagicor Jamaica. If any class of shares of the Company shall be listed on the Jamaica Stock Exchange or any other recognized stock exchange including any cross-listing then the holders of such class of shares hereby consent to the directors issuing such new shares in such class of shares as consideration for acquiring, or in exchange for, any real property, shares, units in any unit trust or any other securities or asset (but not cash) without offering shares to the shareholders of such class.

82. Subject to Article 123, the remuneration of the directors shall be such amount as the board of directors, or any appropriate committee of the board of directors, may determine. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or in connection with the business of the Company.

83. The shareholding qualification for directors may be fixed by the Company in general meeting, and unless and until so fixed no qualification shall be required.

84. A director of the Company may be or become a director or other officer of, or otherwise interested in, any Company promoted by the Company or in which the

Company may be interested as shareholder or otherwise, and no such director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise directs.

94 (3) A director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine and no director or intending director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relationship thereby established.

94(5) Any director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorise a director or his firm to act as auditor to the Company

99. The directors, on behalf of the Company, may pay a gratuity or pension or allowance on retirement to any director who has held any other salaried office or place of profit with the Company or to his widow or dependents and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

109 The Company may by ordinary resolution remove any director before the expiration of his period of office notwithstanding anything in these regulations or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.

123 A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the board of directors, or any appropriate committee of the board of directors, may determine.

(c) The names, descriptions and addresses of the Directors of the Company are as follows:

Directors of the Company

<i>Names</i>	<i>Description</i>	<i>Addresses</i>
Dr. The Hon. R. Danvers Williams, O.J. C.D. LL.D. (Hon.), J.P, C.L.U	Businessman	Bamboo Lodge, Irish Town, Jamaica
Richard Byles B.Sc. (Econ), M.Sc.	Company Executive	10 Bracknell Avenue, Kingston 6, Saint Andrew
Michael Fraser, C.L.U.	Company Executive	38 Norbrook Drive, Kingston 8, Jamaica
Rohan Miller, B.Sc. (Agri.) (Hons.), M.B.A.	Company Executive	10 Norbury Close, Kingston 8, Jamaica
Dr. Patricia Downes-Grant B.A; M.A. (Econ); MBA; DBA	Company Executive	7 Edgehill Heights St. Thomas BB22020, Barbados
Stephen McNamara	Barrister-at-law	1 Golf Ridge, Cap Estate. Quarter of Gros Islet, Saint Lucia

Secretary

McNamara Corporate Services Inc.
20 Micoud Street,
Castries, Saint Lucia

2. (a) The minimum amount, which in the opinion of directors, must to be raised by the issue of Shares by the Company in the IPO comprised in this Prospectus to provide for the matters set out in paragraph 2(a) of Part 1 of the Third Schedule to the Companies Act, 2004 is J\$500, 000,000.00 made up as follows:
- (i) the purchase price of any property purchased or to be purchased by the Company is J\$475,000,000.00; being the minimum amount which the Company proposes to utilize to purchase units in the Sigma Real Estate Portfolio;
 - (ii) working capital (J\$25,000,000.00).
- (b) No amount is required from any other source or will be obtained from any other source to provide for the matters set out in sub-paragraph (a) above.

The aforesaid minimum sum is fixed by reference to the number of Shares which the Company needs to sell in this IPO in order to meet the listing requirements of the JSE having regard to the fact that Sagicor Jamaica and PIF have indicated to the directors of the Company that they intend to exercise their options to acquire shares in exchange for units in the Sagicor Real Estate Portfolio up to a minimum aggregate value of J\$2,000,000,000.00 subject to the 80% limitation on Shares which may be held by Sagicor and PIF.

3.1 (a) The Subscription List for Shares in the IPO will open at 9:00 am on September 24, 2013 and will close at 4:30 pm on October 18, 2013, subject to the right of the Company to close the Subscription List at any time if subscriptions have been received for an amount in excess of the available Shares or to extend the closing date in the event of any natural disaster, market disruption or inclement weather conditions affecting Jamaica.

(b) The Subscription Price of J\$5.00 per Share is payable in full on application. No further sum will be payable on allotment by the Company.

3.2 Apart from the Special Share and one (1) ordinary share no other Shares have been offered for subscription within the two years preceding the date of this Prospectus. The Company has not made any previous offer of Shares to the public.

4.1 Apart from Sagicor Jamaica and PIF no person has, or is entitled to be given, any option to subscribe for shares or debentures in the Company.

4.2 Relevant particulars of the options required to be disclosed pursuant to paragraph 4 (2) of Part 1 of the Third Schedule to the Companies Act, 2004 are as follows:

- (a) The period during which the options are exercisable is twenty one (21) days after the allotment of Shares in the IPO.
- (b) The price to be paid by the option holders for the Shares acquired under the options is J\$5.00 per Share; being the same price at which Shares are available for subscription in this IPO.
- (c) The consideration given by Sagicor Jamaica and PIF for the grant of the subscription options is their procuring Sigma Real Estate Portfolio to grant to the Company a call option to acquire up to 5 billion units in the Sigma Real Estate Portfolio in exchange for cash or Shares to be issued by the Company. This option is exercisable at any time and from time to time during a five (5) year period from May 1, 2013. For the purpose of this option the units will be acquired at the prevailing unit trust buying price on the transaction date. The consideration payable by the Company will be either cash or Shares issued by the Company. Where Shares are issued by the Company in exchange for such units such Shares will be valued for the purposes of the exchange at the closing bid price on the transaction date and consistent with the pertinent provisions of the unit trust deed which govern the Sigma Real Estate Portfolio. After the IPO the Company intends to exercise the option to acquire units from the Sigma Real Estate Portfolio with the net proceeds of the IPO.
- (d) The names and addresses of the persons to whom the options have been granted to subscribe for further Shares in the Company are as follows:

Sagicor Life Jamaica Limited
 R. Danny Williams Building
 28-48 Barbados Avenue
 Kingston 5, Jamaica

Sagicor Pooled Investment Funds Limited
 R. Danny Williams Building
 28-48 Barbados Avenue
 Kingston 5, Jamaica

Further details of the Option Agreements are stated below.

5. The Table below shows the information required to be disclosed pursuant to paragraph 5 of Part 1 of the Third Schedule to the Companies Act, 2004.

<i>Assets</i>	<i>Aggregate Amount</i>
(i) Trade investment	Nil
(ii) Quoted investments (other than trade investments); and	Nil
(iii) Unquoted investments (other than trade investments)	Nil
Goodwill, patents, trade marks or part of that amount is shown as a separate item in or is otherwise ascertainable from the books of the company, or from any contract for the sale or purchase of any property to be acquired by the company or from any documents in the possession of the company relating to the stamp duty payable in respect of any such contract or the conveyance of any such property, the said amount so shown or ascertained so far as it is shown or ascertainable and as so shown or ascertained, as the case may be	Nil
Bank loans and overdrafts	Nil
Net amount recommended for distribution of dividend after tax	Nil

6. For the purposes of paragraphs 7 and 8 of Part 1 of the Third Schedule to the Companies Act, 2004, the Company proposes to utilise the net proceeds of the IPO to purchase units in the Sigma Real Estate Portfolio. The Sigma Real Estate Portfolio is described in section 11 of this Prospectus. There should be no delay in acquiring the units in the Sigma Real Estate Portfolio but in the unlikely event that there is any delay then net IPO proceeds will be invested, in the interim, in fixed income investments or other similar liquid investments.

7. The information required by paragraph 7 of Part 1 of the Third Schedule to the Companies Act, 2004 are as follows:

- (a) the name and address of the vendor of the units which the Company

proposes to acquire are as follows:

Sigma Real Estate Portfolio
60 Knutsford Boulevard
Kingston 5, Jamaica

- (b) the proceeds of the IPO (expected to be in the region of J\$995,000,000 subject to a modest reserve for working capital purposes) will be applied to purchase units in the Sigma Real Estate Portfolio as described above at the prevailing unit buying price on the date of the unit purchase transaction(s).
- (c) Particulars of the transactions relating to the units issued by the Sigma Real Estate Portfolio which the Company proposed to purchase from the net IPO proceeds are outlined at sections 6 and 11 of this Prospectus.

8. The amount paid or payable as purchase price for units in the Sigma Real Estate Portfolio will be the proceeds of the IPO (expected to be in the region of J\$995,000,000) subject to a modest reserve for working capital purposes.

9. Paragraph 9 does not require a specific response. Details of the arrangements regarding the Option Agreements are discussed below.

10. (a) Within the two preceding years no commissions have been paid, nor will any be payable to anyone by the Company for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares or debentures of the Company, save that the Company has paid or will pay to Sagicor Investments, as the Lead Broker, the following fees in connection with this IPO; namely:

- (i) a non-refundable retainer of 0.5% of the targeted capital to be raised in the IPO; and

- (ii) a success fee of 2% of the gross amount of capital raised from share subscriptions (other than by Sagicor Jamaica and PIF) subject to a minimum success fee of J\$16,000,000.00. If 200,000,000 shares are subscribed by the public in the IPO the success fee would be approximately J\$20,000,000.00.

(b) The preliminary expenses incurred in connection with the incorporation of the Company have been borne by Sagicor Jamaica and no amount will be payable by the Company in respect of such expenses. The expenses of the IPO (including listing expenses are discussed below and will be borne by the Sigma Real Estate Portfolio.

(c) No payment or benefit has been paid or given to Sagicor Jamaica or any other promoter within the preceding two (2) years or is intended to be paid or given to Sagicor Jamaica or any other promoter. Sagicor Jamaica has advanced, on behalf of the Company, the registered agent's, secretary's and auditor's fees totaling approximately J\$250,000.00. The Company's

business model contemplates that it will not have any employees. Administrative support will be provided by Sagicor under an Administrative Services Agreement pursuant to which Sagicor Jamaica is entitled to be paid an annual service fee of 0.95% of the net asset value (“NAV”) of the portfolio. Nevertheless Sagicor Jamaica has voluntarily agreed to limit the service fee to J\$10,000,000.00 per annum for the first five (5) years.

11. The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company within the last two (2) years immediately preceding the date of issue of this Prospectus and is, or may be, material, namely:

<i>Date</i>	<i>Other contracting Party</i>	<i>General Nature</i>
June 3, 2013	Sagicor Jamaica & PIF	Mutual-Option Agreement pursuant to which the Company (“X Fund”) granted to Sagicor Jamaica and PIF the right to subscribe in cash for Shares in the Company, at any time prior to its listing on the JSE, at the IPO price up to a maximum subscription of 2,000,000,000 shares but not exceeding 80% (determined on a fully diluted basis) of the Shares of the Company at the time of listing on the JSE. Sagicor Jamaica and PIF in turn secured the grant to the Company by Sigma Real Estate Portfolio of an option for the Company to acquire up to 5 billion units in the Sigma Real Estate Portfolio during the period up to five (5) years after the date of the Agreement in exchange for cash or, in the discretion of the Sigma Real Estate Portfolio, shares in the Company; such purchase or exchange to be undertaken at the prevailing unit trust buying price and as for the Shares at the closing bid price
June 3, 2013	Sagicor Jamaica	Administrative Services Agreement pursuant to which Sagicor Jamaica will provide general administrative services to the Company
March 1, 2013	Sagicor Investments	Sponsoring Broker Agreement whereby Sagicor Investments will provide sponsoring broker and selling agents services to the Company
June 11, 2013	Sagicor Bank Jamaica Ltd.	Registrar and Transfer Agency Agreement pursuant to which Sagicor Investments will act as issuing agent to the IPO and registrar and transfer agent to the Company

12. The name and address of the auditors of the Company are:

Deloitte & Touche
7 West Avenue
Kingston 4
Jamaica

Directors Interest

13. Three (3) Directors of the Company namely, Dr. the Hon. R. “Danny” Williams O.J., C.D., Dr. Patricia Downes-Grant and Richard Byles, are also directors of Sagicor Jamaica and Messrs Williams and Byles are directors of PIF and all have other relationships with the Sagicor Group. Rohan Miller is an executive of Sagicor Jamaica and the remaining director, Michael Fraser is a former executive of Sagicor Jamaica who currently provides consultancy services to Sagicor Jamaica and serves on the boards of subsidiary or affiliate companies of Sagicor Jamaica. As stated herein the Sigma Real Estate Portfolio purchased twelve (12) properties from Sagicor Jamaica. PIF is administered by Sagicor Jamaica. The purchase price in respect of each of the Properties was based on their fair market value as determined by qualified valuers; being, either Clinton Cunningham & Associates, Allison Pitter & Co. or D.C. Tavares & Finson Realty Limited. The valuations were undertaken in December 2012. The purchase of the twelfth (12th) property, Jewel Paradise Cove, was completed on May 1, 2013 at a price of US\$12,450,000.00. The purchase of this property was funded by Sagicor Jamaica and PIF but title was duly registered in the name of the trustees of the Sagicor Sigma. Sagicor and PIF received units from Sigma Real Estate portfolio in exchange for the funds advanced; such units being issued at the prevailing unit buying price on the completion date.

The three cross-Directors (being Directors Williams, Byles and Downes-Grant) are also indirectly interested in the Administrative Services Agreement which the Company has entered into with Sagicor Jamaica and under which the Company will pay service fees to Sagicor Jamaica, as a result of their interest in Sagicor Jamaica. Rohan Miller is an Executive Vice President and Chief Investment Officer of Sagicor Jamaica and will have a significant role to play in delivering investment services to the Company on behalf of Sagicor Jamaica under the Administrative Services Agreement. Sagicor Investments (previously Pan Caribbean Financial Services Limited) is an 86% subsidiary of Sagicor Jamaica and will receive fees from the Company under the Sponsoring Broker Agreement. No payment or benefit has been made or given directly to any Director for services rendered by him personally to the Company and neither the Company, Sagicor Jamaica, PIF or any other entity has made any payment or granted any benefit to any Director to induce him to serve as a director of the Company or to qualify him as a director of the Company.

Sagicor Investments will provide services to the Company as sponsoring broker and Sagicor Bank Jamaica Limited, registrar and transfer agent for which it will receive fees. Sagicor Investments is a subsidiary of Sagicor Jamaica and Sagicor Bank Jamaica Limited is a 100% subsidiary of Sagicor Investments and therefore an indirect subsidiary of Sagicor Jamaica.

Messrs. Williams, Byles and Fraser hold respectively (either in their own names or through connected companies and/or jointly with connected parties) significant holdings of shares in Sagicor Jamaica. Rohan Miller also holds shares in Sagicor Jamaica.

Stephen McNamara is interested in the arrangement pursuant to which the Company secures secretarial services and registered agency services from McNamara Corporate Services Inc.

("MCS") in Saint Lucia. Mr. McNamara is a director of MCS and has a financial interest as shareholder or otherwise in MCS. MCS will earn fees from the Company for its services. Mr. McNamara is Senior Partner in the Saint Lucian law firm, McNamara & Company which has provided legal services to the Company in Saint Lucia and may continue to provide such services to the Company.

Share Capital & Business of the Company

14. The Company has issued two (2) classes of shares namely:
- (a) a Special Share; and
 - (b) ordinary shares

The Special Share has a right to cast 51% of the votes capable of being cast on a poll at any general meeting of the Company but on a show of hands, the holder of the Special Share shall only have one vote. The Articles give the holder of the Special Share the right to demand a poll. The holder of ordinary shares has, on a show of hands, one vote irrespective of the number of ordinary shares held but on a poll, he will have one vote for each ordinary share registered in his name. The Special Share does not carry any right to dividend but in a winding-up the subscription sum of US\$1.00 is payable in priority to any distribution on the ordinary shares. The holder of a share, whether Special Share or ordinary shares, may vote in person or by proxy and a proxy need not be a member of the Company. The Articles of Association of the Company contain entrenched provisions whereby the rights attaching to the Special Share or modification or termination of the Administrative Services Agreement would operate as modification of the rights attaching to the Special Share and accordingly none of those things may be done without the consent of the holder of the Special Share (i.e. Sagicor Jamaica).

The ordinary shares all rank *pari passu*. On a poll a holder of ordinary shares will have one vote for each ordinary share registered in his name or of which he is the duly appointed proxy. On a show of hands a holder of ordinary Shares will have one vote regardless of the number of shares held either in his one name or as proxy. On issue the ordinary Shares will be converted into stock units.

The Company has not carried on any business to date other than to enter into the material contract referred to in paragraph 11 above. The Company intends to acquire, with the net IPO proceeds, units in the Sigma Real Estate Portfolio. That portfolio was established and constituted as a portfolio of the Sigma Funds in 2012.

IPO and Listing Expenses

15. The IPO and Listing Expenses are estimated not to exceed J\$30,000,000.00. They will include the following (i) financial advisory fees; (ii) lead brokers' fees (iii) legal fees; (iv) accountancy fees (v) registrar fees; (vi) prospectus filing fees payable to the Registrar of Companies and (vii) JSE initial listing fees. All the foregoing fees, (except the prospectus filing

fees) will attract general consumption tax and will be met by Sagicor Sigma Funds.

Material Litigation

16. The Company is not involved in any litigation, arbitration or other legal proceedings in Jamaica, Saint Lucia or in any other jurisdiction and the Directors of the Company are not aware of any circumstance which would give rise to any such litigation, arbitration or other proceedings.

Taxation

17. The Company is an International Business Company registered in Saint Lucia. As such it will pay income tax in Saint Lucia at the rate of 1% of its taxable profits. In addition it is exempt from withholding tax, capital gains tax and stamp duties in Saint Lucia. If all Board Meetings are held outside Jamaica and all policy decisions affecting the Company are made at such Board Meetings then the Company should not be treated as resident in Jamaica for tax purposes. Dividends paid by the Company to Jamaican residents and other residents in a country which is a party to the CARICOM Double Taxation Treaty will be taxed at zero rate in the country in which the Company is resident (i.e. Saint Lucia) and will not be taxed in Jamaica or in the other CARICOM treaty country in which the shareholder resides.

Particulars of the Shares

18. The Shares offered for subscription are ordinary shares to be issued by Sagicor Real Estate X Fund Limited, an international business company incorporated under the International Business Companies Act of Saint Lucia. They will be issued in registered book-entry form. The book entry records will be maintained by:

Jamaica Central Securities Depository Limited (“JCSD”)
40 Harbour Street
Kingston
Jamaica.

JCSD is a wholly-owned subsidiary of the Jamaica Stock Exchange.

The Shares issued in this IPO will rank *pari passu* in all respects with the nominal ordinary share already issued and any ordinary shares which may be acquired by Sagicor Jamaica and PIF under the Cross-Option Agreements.

Other Matters

None of the Directors of X FUND has, at anytime within the last five (5) years;

(a) been convicted of any offence involving fraud or fraudulent activities;

-
- (b) been convicted of any offence involving money laundering or corruption;
 - (c) been associated with any bankruptcies, receiverships or liquidations while acting in the capacity of a director or member of senior management; or
 - (d) been subject to any official public incrimination or sanction by any statutory or regulatory authority (including any professional association or body) or been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company.

None of the Directors of the Company has any family relationship with another Director.

None of the Directors has any service contract with the Company. See paragraph 13 above on disclosure of Director's indirect interest. The Company does not intend to engage any employee of its own. As such no benefit or employment termination payment or severance payment is or will be payable to any person by the Company and no employee share option plan ("ESOP") or incentive plan will be established for any director or employee of the Company.

The Directors intend to adopt Sagicor Jamaica's Insider Trading Policy. Under that Policy Directors, officers and other recipients of price sensitive information are prohibited from dealing in the Company's Shares during the period prior to the disclosure of such information to the public ("black-out period") or before such information ceases to be price sensitive. In addition, during any black-out period an insider with price sensitive information is also prohibited from passing the information to a third party.

18. CONSENTS

Deloitte & Touche, the Auditors of the Company, have given and have not withdrawn their written consent to the issue of this Prospectus with the inclusion therein of a copy of their accountant's report and their consultants' report in the form and context in which they are included.

Clinton Cunningham & Associates, Allison Pitter & Co. and D.C. Tavares & Finson Realty Limited have each given and have not withdrawn their respective written consent to the issue of this Prospectus with the inclusion therein of references to their respective valuation report(s) in the form and context in which such references appear.

The Directors of the Company have given and have not withdrawn their written consent to the issue of the Prospectus and the inclusion therein of all material facts relevant to the Company as required by the Act.

19. DOCUMENTS AVAILABLE FOR INSPECTION

During the period that the IPO remains open for subscription for Shares, the following documents will be available for inspection on any weekday during the hours of 9:00 am to 4:30 pm, at the office of Paterson Mair Hamilton, Temple Court, 85 Hope Road, Kingston 6; namely:

1. the amended Memorandum and Amended Articles of Association of the Company;
2. written consent of the Auditors, Deloitte & Touche;
3. written consent of Clinton Cunningham & Associates;
4. written consent of Allison Pitter & Co;
5. written consent of D.C. Tavares & Finson Realty Limited
6. written consent of the Directors of the Company;
7. the Audited Financial Statements of the Company since its incorporation for one year ended December 31, 2012;
8. resolution of the Company to amend the Memorandum of Association and adopt a new set of Articles of Association consistent with a public company and to conform to the Rules of the JSE;
9. the Material Contracts referred to in paragraph 11 of the Section entitled “**Statutory & General Information**”;
10. Trust Deed of the Sigma Unit Trust and the Terms applicable to the Sigma Real Estate Portfolio;
11. Application for Listing on the JSE.

20. APPLICATION PROCEDURE

Reserved Share Subscriptions

Of the 200,000,000 (extendable to 500,000,000) Shares being offered for subscription and sale by the Company up to 100,000,000 Shares (the "Reserved Shares") have been reserved for subscription by Sagikor Sigma Unit Holders at a discounted price equivalent to J\$4.95 per Share (the "Unit Holders Discount Price").

A Sagikor Sigma Unit Holder may apply for Reserved Shares using the general Subscription Form accompanying this Prospectus and the Subscription Form will be treated as a Unit Holders Subscription Form if the applicant inserts his Sagikor Sigma account number in the space provided and Sagikor Sigma confirms that such account number represents a valid account as at the close of the subscription list. A Sagikor Sigma Unit Holder may not apply for more than 10,000,000 Reserved Shares. No more than one such Subscription Form will be accepted from each Sagikor Sigma Unit Holder regardless of the number of accounts held by such Unit Holder. In the event of multiple Subscription Forms being submitted by a Sagikor Sigma Unit Holder the Company reserves the right to select the Subscription Form to be processed and to reject the other Subscription Forms.

Completed Unit Holder Subscription Forms accompanied by payment in full for the total number of Shares applied for must be submitted to the Company of Sagikor Investment before the close of the Subscription List.

In the event that Subscriptions for Reserved Shares are less than the number of Reserved Shares available for subscription by Sagikor Sigma Unit Holders, those Shares shall be put in the general pool of Shares and be made available to other subscribers at the full IPO Price. If the number of Shares applied for by Sagikor Sigma Unit Holders exceed the number of Reserved Shares (being 100,000,000 Shares) then the allotment of Reserved Shares will be made on a *pro rata* basis according to the number of Reserved Shares applied for by each of them.

There is no prohibition or restriction which prevents Sagikor Sigma Unit Holders from applying for Shares in the general public pool at the IPO Price. Thus, a Sagikor Sigma Unit Holder may apply for Reserved Shares on a Subscription Form containing his Sigma Fund account and may submit one or more Subscription Form(s) for further Shares at the IPO Price in the IPO.

Other Subscriptions

Subscriptions for Shares, other than by Sagikor Sigma Unit Holders applying for Reserved Shares, shall be made on the original Subscription Form included at the end of this Prospectus. The Subscription Form must be completed in accordance with the instructions set out on the reverse of the Subscription Form and be delivered or mailed to:

Sagicor Investments Limited
63. Knutsford Boulevard
Kingston 5

If needed, additional copies of this Prospectus containing Subscription Forms may be obtained from the web site of Sagicor Jamaica (www.sagicorja.com), the web site of Sagicor Investment (www.sagicorinvestmentsja.com) or the web site of Jamaica Stock Exchange (www.jamstockex.com) or from a stockbroker. Assistance in completing Subscription Forms may be obtained from a stockbroker. The Subscription Form should not be downloaded from any web site unless the prospective investor has read the Prospectus or it is downloaded simultaneously for reading prior to the investor subscribing for any Shares..

Terms and Conditions of all Subscriptions

All subscriptions for Shares are subject to the following terms and conditions:

The subscription in the IPO will open at 9:00 a.m. on September 24, 2013 and will close at 4:30 p.m. on October 18, 2013 subject to the right of the Company to close the subscription list earlier if the number of Shares subscribed for exceeds 500,000,000 being the maximum number of Shares available for issue in this IPO. The Company also reserves the right to extend the closing date. Subject to such change in the closing date, Subscriptions will not be accepted later than 4:30 p.m. on October 18, 2013.

Subscriptions made must be for a minimum of 100 Shares. Subscriptions for amounts in excess of 100 Shares must be in multiples of 100 Shares.

Subscriptions must be submitted together with a cheque for the full amount payable in respect of the Shares applied for. The Registrar and Transfer Agent reserves the right, but is not obliged, to reject incomplete Subscription Forms. Cheques may be crossed "Not Negotiable" and be made payable to "**Sagicor Real Estate X Fund**". Cheques submitted in payment for Shares will be presented for payment upon receipt and if for any reason any such cheque is not honoured on first presentation, the relevant Subscription for Shares will be treated as invalid. Subscribers paying in excess of J\$3,000,000.00 may effect payment via the Real Time Gross Settlement System ("RTGS").

Receipts will not be issued for sums received as payment for Shares and all Shares allotted to successful applicants will be held in book-entry form by the JCSD and credited to an account in the JCSD in the name of the applicant within ten (10) days of the closing date of the subscription list. Evidence of the applicant's holding of Shares will be provided by statements generated by the JCSD and mailed to the applicant at the address indicated on their Subscription Form within such ten day period. If any subscription is not accepted or is accepted for fewer Shares than the number of Shares applied for, then refund cheques or RTGS transfers for the subscription monies or the balance thereof, as the case may be, will be returned within ten (10) days following the closing of the subscription list (and in any event within forty eight (48) days after the first issue of the Prospectus). Refund cheques will be sent through the post. No interest is payable on such

refunds. By subscribing for Shares each subscriber agrees and acknowledges that:

- (a) the issue of this Prospectus by the Company is in law an invitation to treat and not an offer;
- (b) his completion and submission of an Subscription Form is an offer which the Company may or may not accept; and
- (c) his offer is an offer for the number of shares specified in his Subscription Form or such lesser number of Shares which the Company may allot to him. Accordingly he shall be bound to take up the number of Shares applied for or such lesser number which may be allotted to him by the Company.

The Company reserves the right to reject, in whole or in part, any subscription and to allot or allocate less than the amount of Shares applied for whether the Shares are Reserved Shares or not and whether or not Shares comprised in the IPO are fully subscribed.

The Company also reserve the right to withdraw the IPO by notice published on the JSE web site (www.jamstockex.com) or on the web site of Sagicor Investments or Sagicor Jamaica, being respectively (www.sagicorinvestmentsja.com and (www.sagicorja.com) or in a local daily newspaper. The Company also reserves the right to reject any subscription if any of the conditions for subscription set out in this Prospectus are not met.

Save with respect to the fixed number of Reserved Shares available to Sagicor Sigma Unit Holders and save as to the requirement for a minimum subscription of 100 Shares by a Sagicor Sigma Unit Holders or a member of the public and that subscription in excess of 100 must be in multiples of 100 Shares there is no restriction as to the number of Shares for which an applicant may apply subject to provisions of any law which imposes conditions or restrictions on persons, such as approved superannuation funds, who hold more than a specified percentage of the share capital of certain companies.

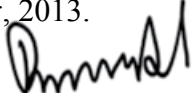
Basis of Allotment

If subscriptions are received for an amount of Shares in excess of the Available Shares, allocations will be made on a “**first come first served basis.**” All Subscription Forms will be date-stamped by Sagicor Investments as Receiving Agent to indicate the date and time they were received. If Subscription Forms are received by Sagicor Investments before the Subscription List opens at 9.00 a.m. on September 24, 2013 then such subscriptions will, for allotment purposes, be stamped as received at 9.00 a.m. on September 24, 2013 being the date of the opening of the Subscription List.


Subscriptions for Reserved Shares will be satisfied from the block of 100,000,000 Shares reserved in the IPO for Sagicor Sigma Unit Holders who submit a valid Subscription Form with the number of a subsisting Sigma Fund account issued in the name of such applicant as a Sagicor Sigma Unit Holder.

If subscriptions are received for fewer Reserved Shares than the block of 100,000,000 Shares so reserved, then Reserved Shares not taken up will be added to the pool of Shares available to satisfy subscription at the full IPO Price and will be allocated on the basis applicable to the general public.


Signed on behalf of Sagicor Real Estate X Fund Limited by its Directors on this 10th day of September, 2013.




Richard Byles
Director




Dr. The Hon. R Danvers Williams O.J.
C.D, LL.D. (Hon.)
Director




Rohan Miller
Director



Dr. Patricia Downes-Grant
Director




Michael Fraser
Director




Stephen McNamara
Director

We, the undersigned being, Chairman and two Directors of the Company hereby certify that this is a copy of the Prospectus approved by a resolution of the board of the directors of the Company on the 3rd day of June, 2013

Dated the 10th day of September, 2013

Signed: 

Chairman



Director



Director

SUBSCRIPTION FORM

PLEASE MAKE SURE YOU READ THE PROSPECTUS BEFORE APPLYING FOR SHARES

To: **The Directors of Sagikor Real Estate X Fund Limited** ("X FUND")

Re: Initial Public Offer of Shares by X Fund

I/We confirm that I/we have read and understood and hereby agree to be bound by the terms and conditions contained in the Prospectus, all of which are incorporated by reference into this Subscription Form. I/We hereby apply for _____ ordinary shares in the capital of Sagikor Real Estate X Fund Limited on and subject to the terms and conditions of the Prospectus at the price of J\$5.00 per share (or J\$4.95 per share in the case of Sagikor Sigma Unit Holders) and I/we attach my/our cheque for such shares (plus JCSD processing fees of J\$110.00) totalling J\$ _____ payable to "Sagikor Investments/X Fund Initial Share Offer" or request my broker to make payment on my behalf from cleared funds held in my name. **Note: Subscribers may also pay by RTGS using the following RTGS transfer details:**

Beneficiary Bank : Sagikor Bank Jamaica Limited
BOJ Bank A/C Number : 1414
BIC Code : PCARJMK1
For further Credit to : Sagikor Investments X Fund IPO Account No. 0210015877

I/We agree to accept the same or any smaller number of Shares in respect of which this subscription may be accepted. I/We hereby consent for the Shares allotted to me/us to be credited to an account in my/our name(s) in the Jamaica Central Securities Depository (JCSD). I/We further agree to be bound by X FUND's Memorandum and Articles of Association.

I/We acknowledge that submission of my/our Subscription Form along with my/our cheque constitutes an undertaking that my/our cheque will be honoured on first presentation.

All fields are relevant and must be completed.

If you already have a JCSD Account, please indicate your Account number here:

JCSD Account Number

Broker Code

PRIMARY HOLDER DETAILS

Full Name (Company or Individual)

Title

Taxpayer Registration Number

Citizenship

Nationality

Individual

Company

Client Type

Occupation

Mailing Address Line 1

Mailing Address Line 2

Parish

Email address

1 8 7 6

Telephone Number (Home)

1 8 7 6

Telephone Number (Work)

1 8 7 6

Telephone Number (Cell)

Email

Telephone

Post

Sagikor Group Team Member

Sigma Fund Client

Preferred Communication Method

Sigma Fund Account #: _____

Please sign below:

Individual

Date

Company

Director

Date

Director/Secretary

Date

CONTINUE ON REVERSE SIDE TO COMPLETE JOINT HOLDER INFORMATION

JOINT HOLDER DETAILS

--	--	--	--

First Joint Holder's Full Name

Title	Taxpayer Registration Number	Citizenship	Nationality

Occupation	Signature

--	--	--	--

Second Joint Holder's Full Name

Title	Taxpayer Registration Number	Citizenship	Nationality

Occupation	Signature

--	--	--	--

Third Joint Holder's Full Name

Title	Taxpayer Registration Number	Citizenship	Nationality

Occupation	Signature

ADDITIONAL NOTES ON HOW TO COMPLETE THIS APPLICATION

1. All completed Subscription Forms must be delivered to Sagicor Investments Jamaica Limited ("Sagicor Investments") at 60 Knutsford Boulevard, Kingston 5, Saint Andrew or to any of its branches.
2. Subscriptions must be for a minimum of 100 shares with increments in multiples of 100 shares. Applications in other denominations will not be processed or accepted.
3. All applicants must attach their payment for the specified number of Shares they have applied for plus JCSD processing fees of J\$110.00, in the form of either:
 - A. a cheque made payable to Sagicor Investments Jamaica Limited;
 - B. authorization on the Subscription Form instructing the Applicant's broker to make payment from cleared funds held in an investment account in the Applicant's name with his broker; or
 - C. transfer by the Real Time Gross Settlement System ("RTGS") to Sagicor Investments' designated account for the purposes of payments of J\$2 million or more. Please contact Sagicor Investments if you require further details
4. If you are applying jointly with any other person, you must complete the Joint Holder information and each joint holder must sign the Subscription Form at the place indicated.
5. All Applicants must be at least 18 years old and must attach a certified copy of their T.R.N. card or Jamaican Driver's Licence displaying the T.R.N.
6. Share Certificates will not be issued unless specifically requested through your broker. Instead, the shares allotted to a successful applicant will be credited to his account at the Jamaica Central Securities Depository ("JCSD"). If the applicant does not have a JCSD account, one will be created and the allotted Shares deposited to that account. Applicants may refer to the notice posted on the JSE website (www.jamstockex.com) for instructions on confirming Share Allotments.
7. All Applicants are deemed to have accepted the terms and conditions set out in the Prospectus and the Articles of Incorporation of the Company generally.

FOR USE BY BROKER ONLY

Date Application Received		Time Received	
Payment Method	<input type="radio"/> Cheque <input type="radio"/> Authorisation Letter	Date of Cheque/Letter	
Payment Amount		Pool	

Broker Stamp & Signature: _____



REAL ESTATE X FUND

