

NOTICE OF SPECIAL MEETING OF ABC BANKING CORPORATION LTD

Notice is hereby given that a Special Meeting of the shareholders of ABC BANKING CORPORATION LTD (the “**Company**”) (the “**Shareholders**”) will be held at 4th Floor, Plantation House, Duke of Edinburgh Avenue, Port Louis, on **Tuesday, 5 November at 14 00** for the purpose of considering the Scheme (as defined below), and, if thought fit, approving, with or without modifications, the following resolutions.

A copy of the Statement to Shareholders (also deemed to be the Listing Particulars for the purposes of the listing of the ordinary shares of ABCB Holdings Limited on the Official Market of the Stock Exchange of Mauritius Ltd (“**SEM**”) (“**Statement to Shareholders**”)) is available on www.abcbanking.mu/investor-relations.

For a full understanding of the resolutions proposed hereunder, reference should be made to the Statement to Shareholders. The latter document and the Constitution for ABCB Holdings Limited (which is available on www.abcbanking.mu/investor-relations) are also available for inspection at the registered office of the Company at WEAL House, Duke of Edinburgh Avenue, Place d’Armes, 11328, Port Louis.

RESOLUTION 1 – SPECIAL RESOLUTION FOR APPROVAL OF THE SCHEME OF ARRANGEMENT

“**TO APPROVE** by way of a special resolution a scheme of arrangement pursuant to Sections 261 to 264 of the Companies Act 2001 proposed to be made between the Company, ABCB Holdings Limited, ABCB Investments Ltd, ABCB Properties Ltd and the shareholders of the Company, and that upon the share exchange of the entire share capital of the Company, free from all lien, pledge, charge or encumbrance together with all the rights, to ABCB Holdings Limited, the shareholders of the Company as at the close of business on a date to be determined by petition and Court Order sanctioning the Scheme, be issued a similar number of ordinary shares with the same rights in ABCB Holdings Limited at the close of business on such date determined by the petition and court order sanctioning the scheme, at a ratio of one ABCB Holdings Limited share for each Company share held by the Shareholders (the “**Scheme**”).

As part of the Scheme, and conditional to the Scheme being also duly approved by each of ABCB Holdings Limited, ABCB Investments Ltd, ABCB Properties Ltd and being sanctioned and approved by the Court, the shareholders also approve the following:

- i. the listing of the ordinary shares of ABCB Holdings Limited on the Official Market of the SEM;
- ii. the issuance of 76,271,872 new shares in ABCB Holdings Limited, pursuant to Section 55 of the Companies Act 2001, to enable the share exchange;
- iii. the buy back and cancellation of the shares issued by ABCB Holdings Limited to Prof. Donald Ah-Chuen for the purpose of incorporation of ABCB Holdings Limited, so that the shareholding structure of ABCB Holdings Limited post the approval of the Scheme, and share exchange, mirrors the current shareholding structure of the Company;
- iv. the Statement to Shareholders;
- v. the ratification of the constitution of ABCB Holdings Limited which complies with the SEM Listing Rules;
- vi. the withdrawal (delisting) of the ordinary shares of the Company from the Development & Enterprise Market of the SEM;
- vii. the appointment of the following persons to the Board of ABCB Holdings Limited, effective upon approval of the Scheme by the Court
 - a) Prof. Donald Ah-Chuen
 - b) Ah Foon Chui Yew Cheong
 - c) Bhanu Pratabsingh Jaddoo
- viii. the transfer of all the ordinary shares held by the Company in ABCB Properties Ltd to ABCB Investments Ltd, which is a wholly owned subsidiary of ABCB Holdings Limited, through a sale amounting to MUR 660M.

RESOLUTION 2 – ORDINARY RESOLUTION TO AUTHORIZE DIRECTORS TO EXECUTE AND ACT ON BEHALF OF THE COMPANY

“**TO AUTHORISE** any director of the Company to enter into, make, sign, execute the necessary documents and generally perform and do all acts, deeds and agreements necessary to give effect to the above resolutions.”

BY ORDER OF THE BOARD.

Company Secretary
Mahesh Ittoo, *ACG, MCSI*

14 October 2024

A member of the Company entitled to attend and vote at this meeting but who is unable to attend may appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company. The appointment should be made in writing and the instrument (copy annexed) must be deposited at the registered office of the Company, WEAL House, Duke of Edinburgh Avenue, Place d’Armes, Port Louis not less than 24 hours before the meeting.

PROXY FORM

I / We of being a member / members of ABC Banking Corporation Ltd, hereby appoint of or failing him / her of as my / our proxy to vote for me / us on my / our behalf at the Special Meeting of the Company to be held on Tuesday 5 November at 14h00 or at any adjournment thereof.

I/We desire my/our vote(s) to be cast as follows:

1 Special resolution for approval of the Scheme of Arrangement

To consider and approve the Scheme, and as part of the Scheme and conditional to the Scheme being also duly approved by each of ABCB Holdings Limited, ABCB Investments Ltd, ABCB Properties Ltd and being sanctioned and approved by the Court, also approve the following:

- i. the listing of the ordinary shares of ABCB Holdings Limited on the Official Market of the SEM;
- ii. the issuance of 76,271,872 new shares in ABCB Holdings Limited, pursuant to Section 55 of the Companies Act 2001, to enable the share exchange;
- iii. the buy back and cancellation of the shares issued by ABCB Holdings Limited to Prof. Donald Ah-Chuen for the purpose of incorporation of ABCB Holdings Limited, so that the shareholding structure of ABCB Holdings Limited post the approval of the Scheme, and share exchange mirrors the current shareholding structure of the Company;
- iv. the Statement to Shareholders;
- v. the ratification of the constitution of ABCB Holdings Limited which complies with the SEM Listing Rules;
- vi. the withdrawal (delisting) of the ordinary shares of the Company from the Development & Enterprise Market of the SEM;
- vii. the appointment of the following persons to the Board of ABCB Holdings Limited, effective upon approval of the Scheme by the Court
 - a) Prof. Donald Ah-Chuen
 - b) Ah Foon Chui Yew Cheong
 - c) Bhanu Pratabsingh Jaddoo
- viii. the transfer of all the ordinary shares held by the Company in ABCB Properties Ltd to ABCB Investments Ltd, which is a wholly owned subsidiary of ABCB Holdings Limited, through a sale amounting to MUR 660M.

For	Against	Abstain

2 Ordinary resolution to authorize directors to execute and act on behalf of the Company

To authorise any director of the Company to enter into, make, sign, execute the necessary documents and generally perform and do all acts, deeds and agreements necessary to give effect to the above resolutions.

Signature:

Signed this day of 2024