

We refer to the Cautionary Announcement issued on 18 July 2018 whereby the shareholders of ENL Limited (“ENL”) and the public were informed of the proposed restructuring and amalgamation of ENL, ENL Finance Limited (“ENL Finance”), ENL Land Ltd (“ENL Land”) and ENL Commercial Limited (“ENL Commercial”) with and into La Sablonniere Limited (“La Sablonniere”) (the “Amalgamation”).

ENL, through its subsidiaries, operates in Agro-industry, Real Estate, Hospitality, Logistics, Fintech, Commerce and Industry. As at 30 June 2018, the total assets of ENL amounted to MUR 63.6 billion and profit for the year was MUR 1.1 billion.

The restructuring and amalgamation will result in a simplified group structure with all the teams aligned behind common, clearly spelt values and objectives. The new ENL will have greater capacity to optimise the group’s diversified portfolio of products and services, and to tap into new growth and business opportunities with the objective to generate improved operational cash flows for shareholders. This will help to enhance the value of the shareholders who will be regrouped into one single listed entity with a bigger asset base, leading to increase in free float. The greater asset base shall improve the amalgamated company’s flexibility to raise finance thereby facilitating growth.

The Amalgamation is a significant and related party transaction for ENL under rules 12 and 13 as defined in the rules for Development & Enterprise Market Rules (“DEM Rules”) by virtue of La Sablonniere being the controlling shareholder of ENL. La Sablonniere presently owns 71.8% of ENL.

The Amalgamation will be effected in accordance with sections 245 and 246 of the Companies Act 2001. If the Amalgamation is approved, La Sablonniere would remain as the surviving entity and would be renamed “ENL Limited” and listed on the official market of the Stock Exchange of Mauritius Ltd (“SEM”). The Listing Executive Committee of the SEM has given its approval for the listing of up to 375,000,000 ordinary A shares of La Sablonniere, as the amalgamated company, on the official market of the SEM, subject to the Amalgamation being approved by the shareholders of all companies being amalgamated.

Upon the Amalgamation, La Sablonniere will issue new ordinary A shares to the shareholders of ENL as per the following share exchange ratios:

- (a) 1.2186 new ordinary A shares for each ENL ordinary share; and
- (b) 1.1617 new ordinary A shares for each ENL preference share.

As a result of the Amalgamation, ENL will cease to exist as a separate legal entity and will be removed from the register of the Registrar of Companies.

The Board of Directors of ENL is of the opinion that the Amalgamation is in the best interests of ENL and are satisfied that La Sablonniere, as the amalgamated company shall, immediately after the Amalgamation becomes effective, satisfy the solvency test.

The shareholders of ENL will be convened to a special meeting on the 07 December 2018 for the purpose of approving the Amalgamation.

The shareholders and the public at large are advised to exercise caution when dealing in the shares of ENL and will be kept informed of any developments.

By order of the Board

Preety Gopaul
Company Secretary

06 November 2018

Copies of the Amalgamation Proposal and the Independent Valuation Report are available for inspection by any shareholder or creditor of the ENL or any person to whom ENL is under an obligation at the registered office of the ENL, Vivéa Business Park, Moka during normal business hours, until 06 December 2018.

A shareholder or creditor of ENL or any person to whom the company is under an obligation will be supplied free of charge with a copy of the Amalgamation Proposal and Circular upon request.

This notice is issued pursuant to DEM Rules 12, 13 & 21, Section 246 (4) (b) of the Companies Act 2001 and Section 87 of the Securities Act 2005.

The Board of Directors of ENL accept full responsibility for the accuracy of the information contained in this communiqué.