

THIS CIRCULAR NOTICE CONSTITUTES, FOR THE PURPOSES OF THE LISTING RULES, A SUPPLEMENT TO THE LISTING PARTICULARS DATED 14 JUNE 2019 (“LISTING PARTICULARS”) IN RELATION TO THE CREDIT LINKED NOTES OF CM DIVERSIFIED CREDIT LTD (THE “ISSUER”).

This Circular Notice is issued pursuant to the Listing Particulars in relation to (i) a Portfolio Review whereby additional Reference Underlyings will be added to the Reference Portfolio, (ii) the revision of Interest Rate and (iii) certain consequential amendments to be brought to the Listing Particulars pursuant to the proposed issue of additional Notes by the Issuer. Unless otherwise defined, words and expressions used in this Circular Notice shall bear the same meanings as in the Listing Particulars.

A description of the Portfolio Review, including information pertaining to the new Reference Entity and the Reference Underlyings, and the clauses of the Listing Particulars which will be amended by way of this Circular Notice, are provided in the annex to this Circular Notice (the “Annex”).

Summarized information regarding the Portfolio Review (as further detailed in part A of the Annex) and the revised key terms and conditions pertaining to the Notes are provided in paragraph 1 below. Any investment decision in respect to the Notes shall be based on careful consideration of this Circular Notice (including the Annex) and the Listing Particulars as a whole.

1. Summarized Portfolio Review and key terms and conditions to be amended

	Current Terms	Proposed Terms
Interest Rate	2.85% p.a.	Higher of 3.30% p.a. and $R - 15$ bps p.a.; where R is the weighted average (by amount allocated) of the highest 91-day Bank of Mauritius bill yields accepted on primary auctions held during the period beginning on (and including) 30 th September 2019 (the “Initial Date”) and ending on (but excluding) the date on which the Circular Notice immediately following the Initial Date is issued
Interest Reset Date (subject to Business Day Convention)	30 th September 2019	1 st January 2020
Duration of Interest Period	93 days	93 days
Maturity Date	4 th April 2029	24 th September 2029
Reference Portfolio	The Reference Portfolio comprises CIEL Ltd (28.6%*) and ENL Ltd (71.4%*)	The Reference Portfolio comprises CIEL Ltd (14.3%*), ENL Ltd (35.7%*), CIEL Ltd (14.3%*), and MUA Ltd (35.7%*)
Aggregate Outstanding Nominal Amount of Notes	MUR 700 million	MUR 1,400 million

* refers to weight in the Reference Portfolio

2. In accordance with the terms of the Listing Particulars, you may exercise your Put Option by replying to this email and quoting the text specified in paragraph 3 below within three (3) Business Days of the date hereof. We kindly remind you that, unless waived by the Issuer, a Put Option Notice sent to the Issuer shall be irrevocable.

3. In the event you wish to exercise your Put Option, please reply to this email and quote therein *verbatim* (save for the number of notes to be edited as applicable) the following text, which shall, for the purposes of the Listing Particulars, constitute the Put Option Notice:

“Further to the Circular Notice dated September 4, 2019, I hereby unconditionally and irrevocably request you to redeem, purchase, or arrange for the purchase of, all/[insert number] Notes and to credit the Put Proceeds, into the bank account specified in the Application Form.”

4. Save for the amendments specified in part B of the Annex which shall take effect on the date of this Circular Notice, the amendments to the Listing Particulars contained in this Circular Notice shall take effect on 30th September 2019.

5. The Annex shall constitute an integral part of this Circular Notice.

6. All provisions of the Listing Particulars other than those amended hereunder shall apply to this Circular Notice as if the same were set out in full herein.

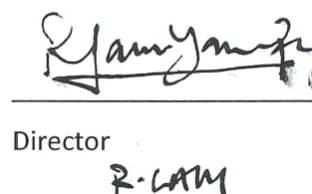
7. Except as amended pursuant to this Circular Notice, all other the terms and conditions set out in the Listing Particulars shall remain in full force and effect.

8. The governing law and jurisdiction clauses of the Listing Particulars shall apply to this Circular Notice.

Yours faithfully,



Director
Mr. Nimal Ori



Director
R. LAM

ANNEX – SUPPLEMENTAL INFORMATION ON VARIATION OF TERMS AND AMENDMENT TO LISTING PARTICULARS

A. Further Issues and Portfolio Review

Pursuant to Clause 3.2 and Clause 6.3 of the Listing Particulars, the Issuer will issue further Notes by way of private placement for an aggregate amount of up to MUR 700,000,000 (“**Notes Proceeds**”). Post this current Notes issue, the outstanding aggregate nominal amount of notes shall be MUR 1,400,000,000. The Notes to be issued shall have the same rights, rank *pari passu* with, and be assimilated to the existing Notes. Eligible investors wishing to apply for the Notes will be required to complete the relevant application form made available to them.

The Notes Proceeds will be invested in the secured notes of (i) MUA Ltd for an amount equal to MUR 500 million and (ii) CIEL Ltd for an amount equal to MUR 200 million. Given new Reference Underlyings have a longer tenor, the Maturity Date will henceforth be 24th September 2029.

New Reference Underlyings will be added to the Reference Portfolio following the investment in the Reference Underlyings.

Accordingly, the provisions of Schedule II (The Reference Portfolio) of the Listing Particulars are repealed and replaced by the following new provisions:

“PART I: REFERENCE UNDERLYINGS

	<i>CIEL Ltd</i>	<i>ENL Limited</i>	<i>CIEL Ltd</i>	<i>MUA Ltd</i>
Reference Underlying Reference	<i>RU – CIEL 01</i>	<i>RU – ENL 01</i>	<i>RU – CIEL 02</i>	<i>RU – MUA 01</i>
Amount	<i>MUR 200 million</i>	<i>MUR 500 million</i>	<i>MUR 200 million</i>	<i>MUR 500 million</i>
Rating	<i>CARE MAU AA (stable)</i>	<i>None</i>	<i>CARE MAU AA (stable)</i>	<i>CARE MAU AA- (stable)</i>
Security	<i>A first rank share pledge (shared pari passu with all noteholders) on Alteo Ltd (ISIN: MU0368N00004) (“Alteo Shares”) and SUN Limited (ISIN: MU0016N00009) shares (“SUN Shares”). The Alteo Shares and the Sun Shares pledged carry a minimum valuation of MUR 250,000,000</i>	<i>A first rank share pledge on New Mauritius Hotels Ltd (ISIN: MU0036N00007). The shares pledged by ENL Ltd and shall carry a minimum valuation of MUR 600,000,000</i>	<i>A first rank share pledge (shared pari passu with all noteholders) on SUN Limited (ISIN: MU0016N00009) shares (“SUN Shares”). The Sun Shares pledged by the Reference Entity shall carry a minimum valuation of MUR 250,000,000.</i>	<i>None</i>
Weight in Reference Portfolio	<i>14.3%</i>	<i>35.7%</i>	<i>14.3%</i>	<i>35.7%</i>

PART II: REFERENCE ENTITIES

- **CIEL Ltd**

CIEL Ltd is a diversified Mauritian based investment company with operations across Africa, Asia, and Mauritius. CIEL Ltd, listed on the SEM, operates across 5 major clusters: Textile, Agro & Property, Hotels & Resorts, Healthcare, and Finance. As at 30 June 2018, CIEL Ltd (on a group basis) generated revenues of MUR 22,600,000,000, an EBITDA of MUR 2,950,000,000 and a profit after tax of MUR 1,100,000,000.

- **ENL Limited**

ENL Ltd is a diversified investment company listed on the SEM operating across 7 segments of land & investments, agro-industry, real estate, commerce & industry, hospitality, logistics and fintech. As at 30 June 2018, ENL Ltd (on a consolidated basis) generated revenues of MUR 14,600,000,000, an EBITDA of 3,100,000,000 and a profit after tax of MUR 1,100,000,000.

- **MUA Ltd**

MUA was incorporated in 1948. It has been listed on the Official Market of the Stock Exchange of Mauritius Ltd since 1993. MUA operates within the financial services industry specialising in Insurance, Corporate Pension Schemes, Investment and Loans for both individuals and corporates. As at 30 June 2019, MUA earned gross premium of MUR 2.2bn (50% of which came from its general insurance activities)."

B. Consequential Amendments to the Listing Particulars Terms

The following clauses of the Listing Particulars are amended by way of this Circular Notice:

(i) In Clause 1 (Definitions), the definition of Interest Commencement Date is repealed and replaced by the following new definition:

"Interest Commencement Date means, in relation to each issue of Notes, the issue date thereof or if the payment of the subscription monies is not effected on that issue date, 'Interest Commencement Date' shall be the date such payment is made by that Noteholder to the Issuer's bank account."

(ii) Clause 2 of the Listing Particulars is amended by deleting the table captioned "Principal Terms" and replacing it with the following new paragraph:

*"The principal terms pertaining to the further issues of Notes are as specified in Schedule VI. The principal terms are a **summary** of the main features and/ or the terms and conditions applicable to the Notes. Any decision to invest in the Notes should be based on consideration of these Listing Particulars as a whole, including the Circular Notice(s)."*

(iii) The first paragraph in Clause 4.2 of the Listing Particulars is hereby repealed and replaced by the following new provisions:

"The Board's primary function is to direct and supervise the business and affairs of the Issuer. The Board consists for the time being of three (3) directors who are appointed by the holders of the ordinary shares."

(iv) Clause 6.7.2 (Interest Rate) of the Listing Particulars is repealed and replaced by the following new definition:

*"The Notes will bear interest at the following rate of interest (the **"Interest Rate"**):*

(a) in relation to any issue of the Notes, the Interest Rate shall be the rate applicable for the Interest Period during which such issue of Notes were made;

(b) In relation to any Interest Period, the Interest Rate shall be as specified in the relevant Circular notice.”

(v) A new Schedule is added after Schedule V, and shall be construed as Schedule VI. Schedule VI shall be entitled “Principal Terms pertaining to the Notes”.

Accordingly, Schedule VI shall, subject to the applicable effective date, be as follows:

PRINCIPAL TERMS	
Issuer	CM Diversified Credit Ltd
Investment Dealer	MCB Stockbrokers Limited
Total Aggregate Nominal Amount	MUR 2,500,000,000
Use of proceeds	To invest in the constituents of the Reference Portfolio
Reference Portfolio	The constituents of the Reference Portfolio shall be as per Schedule II of these Listing Particulars
Currency	MUR
Nominal Amount Per Note	MUR 1,000
Issue Price per Note	100% of the Nominal Amount per Note
Maturity Date	24 th September 2029 as may be amended by way of a Circular Notice
Interest Rate	<p>The Interest Rate shall be as follows:</p> <ul style="list-style-type: none"> • for the Interest Period starting 30th September 2019, the higher of 3.30% p.a. and $R - 15$ bps p.a.; where R is the weighted (by amount allocated) average of the highest 91-day Bank of Mauritius bill yields accepted on primary auctions held during the period beginning on (and including) 30th September 2019 (the “Initial Date”) and ending on (but excluding) the date on which the Circular Notice immediately following the Initial Date is issued; • thereafter, reset on each Interest Reset Date and will be specified in the Circular Notice
Interest Reset Date	The next Interest Reset Date shall be 1 st January 2020
Interest Payment Date	Subject to the provisions of Clause 6.8.3 (Credit Event Acceleration), the same date as any Interest Reset Date
Automatic redemption at maturity	Unless redeemed early, the Notes shall automatically be redeemed on the applicable Maturity Date and the redemption proceeds payable to the Noteholders shall be an amount calculated at a price per Note equal to the Nominal Amount per Note
Put Option	Except in the case of a Credit Event or an Event of Default, each Noteholder shall have the right, upon receipt of the Circular Notice, to request the Issuer to redeem, purchase or arrange for the purchase of, the whole or part of its Notes on terms specified in Clause 6.8.1

PRINCIPAL TERMS

Call Option	<i>The Issuer may, at its sole discretion, at any time upon giving to the Noteholders at least five Business Days written notice (or such other delay as may be prescribed by the Applicable Procedures), redeem the whole or part of the Notes on terms specified in Clause 6.8.2</i>
Credit Event Acceleration	<i>Upon being notified, or upon taking cognizance of the occurrence of a Credit Event, the Issuer shall give notice thereof to the Noteholders' Representative and to the Noteholders and the Issuer shall redeem the Notes on terms specified in Clause 6.8.3</i>
Limited Recourse	<i>Recourse of the Noteholders shall be limited to (i) the Issuer and, subject to the terms of these Listing Particulars, (ii) the Reference Portfolio and (iii) the available assets of the Issuer only. No recourse shall extend to the Issuer's directors, shareholders, employees, service providers or agents who shall not be liable for any shortfall arising or losses sustained by Noteholders. The Noteholders shall have no rights whatsoever against the Issuer's directors, shareholders, employees, service providers or agents</i>
Rating	<i>The Notes issued by the Issuer have been rated by CRAF Ratings (Africa) Private Limited. The Issuer's latest rating can be found at: http://www.careratingsafrica.com/corporate-rating.php</i>
Registrar, Transfer, Calculation & Paying Agent	<i>MCB Registry & Securities Ltd</i>
Noteholders' Representative	<i>BLC Robert & Associates Ltd, duly appointed pursuant to the Noteholders' Representative Agency Agreement and acting through Mr. André Robert</i>
Form of the Notes	<i>The Notes are issued in inscribed form. No certificates were issued. Legal ownership of the Notes will be reflected in book entries recorded by the Registrar on the Register, which shall constitute the definitive evidence of the title of the Noteholder to the number of Notes shown against his name. Upon listing of the Notes, legal ownership will be reflected in book entries recorded by the CDS and such records shall constitute the definitive evidence of the title of the Noteholder to the number of Notes shown in his CDS account</i>
Status of the Notes & Security Interest	<i>The Notes shall constitute secured obligations of the Issuer and shall rank pari passu among themselves. The Notes shall be secured by a pledge of all the constituents of the Reference Portfolio in favour of the Noteholders Representative for the benefit of the Noteholders. There is no third party guarantee which is provided by any entity within the Issuer's group in connection with the Notes</i>
Governing law	<i>Mauritian Law</i>
Jurisdiction	<i>Arbitration and Mediation Center of the Mauritius Chamber of Commerce and Industry (MARC)</i>