



NEW MAURITIUS HOTELS LIMITED

CAUTIONARY ANNOUNCEMENT

The Board of Directors (the 'Board') of New Mauritius Hotels Limited (the 'Company') wishes to inform the shareholders and the investing public in general of a proposed restructuring of its subsidiary, Beachcomber Hospitality Investments Ltd ('BHI').

BHI is a hospitality property company that was set up as a business venture between the Company and Grit Real Estate Income Group Limited ('GRIT'), a pan-African impact real estate company, to acquire three resort hotel properties in the 4-star segment owned by the Company namely Victoria Beachcomber, Canonnier Beachcomber and Mauricia Beachcomber. The resort hotel properties are leased back to the Company and operate under the Beachcomber brand.

With a vision to create a larger and more diversified portfolio, be it in terms of market segment, geographical exposure and tenant, the Company will contribute its shares in Kingfisher Ltd ('Kingfisher') to BHI. Kingfisher is the holding company of St Anne Resort Limited which owns a 5-star resort property situated in Ste Anne, Seychelles. The resort is leased to Société des Villages de Vacances (des Seychelles) Limited, trading as Club Med, Seychelles.

Post-restructuring, BHI shall hold an asset base sufficiently large to attract other investors or funders to pursue its vision. BHI will thus become a vehicle which will own an array of yielding assets in the hospitality industry in the 4-star and 5-star hotel segments both in Mauritius and overseas and leased to different tenants.

GRIT's updated strategy does not envisage material increased hospitality sector investment and has, therefore, expressed its wish to exit its interests in BHI. In furtherance of that exit, the Board has approved a scheme of arrangement (the 'Scheme') to merge GRIT's wholly owned subsidiary Leisure Property Northern (Mauritius) Limited, through which it owns its interests in BHI, with and into BHI. BHI simultaneously proposes to issue preference shares for a value of up to EUR 40.3 million, to be offered by way of a public offer (the 'Preference Shares Issue'). The preference shares will be listed on the Official List of the Stock Exchange of Mauritius Ltd ('SEM'). The subscription proceeds of the Preference Shares Issue will be partly applied to facilitate GRIT's exit of its interest in BHI for an expected cash payment of up to EUR 25.8 million, following which the Company will hold 100% of the ordinary shares of BHI. The remaining proceeds will be used to repay BHI's debt towards the Company.

The Scheme is subject to the satisfaction of a number of conditions precedent set out in the Scheme application documents and the merger agreement which include, inter alia, approvals of the regulatory authorities and the court in Mauritius. GRIT's exit is additionally subject to certain conditions precedent set out in a preference shares prospectus (deemed to be the Listing Particulars for SEM's purposes), the approval of the shareholders of BHI and the regulatory authorities.

Further details will be communicated in due course. Shareholders and the investing public in general are advised to exercise caution when dealing in the Company's shares.

By order of the Board
ENL Secretarial Services Limited
Company Secretary

24 February 2023

This Cautionary Announcement is issued pursuant to Listing Rule 11.3 and the Securities Act 2005. The Board of Directors of New Mauritius Hotels Limited accepts full responsibility for the accuracy of the information contained in this Cautionary Announcement.