

Government Notice No. 226 of 2010

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SECURITIES (TAKEOVER) RULES 2010

ARRANGEMENT OF RULES

PART I – PRELIMINARY

1. Citation
2. Interpretation
3. Application of these rules

PART II – GENERAL PRINCIPLES

4. Equality of treatment to shareholders
5. Duties and responsibilities of directors
6. Standard of care and responsibility
7. Joint and several responsibility of directors
8. Duty of confidentiality

PART III – CONDUCT OF OFFER

9. Firm intention to the board of the offeree
10. Contents of a firm intention
11. No frustrating action
12. Public announcement
13. Offer document
14. Pricing mechanism

15. Upward revision of price
16. Filing of the offer document
17. Communication of the offer document to shareholders
18. Reply document of the offeree
19. Communications to the Commission and publications
20. Offer period

PART IV - INDEPENDENT ADVISER

21. Appointment of independent adviser
22. Functions of independent adviser
23. Consultation of the report by shareholders
24. Recommendation of directors to shareholders

PART V - RESTRICTIONS ON DEALINGS

25. Restrictions on dealings before the offer
26. Restrictions on dealings during the offer period
27. Restrictions on dealings by offeror during non-cash offers
28. Prohibitions of dealings
29. No withdrawal of offer without approval

PART VI - VARIATION OF THE OFFER

30. Variation of the offer

PART VII - CONDITIONAL AND UNCONDITIONAL OFFERS

31. Conditional and unconditional offers
32. Period for acceptance when offer becomes or is declared unconditional

PART VIII - MANDATORY OFFER

33. Mandatory offer

34. Waiver of the mandatory offer
35. Mandatory offer to be unconditional

PART IX - DELAY BEFORE SUBSEQUENT OFFER

36. Delay

PART X - DISSENTING SHAREHOLDERS

37. Notice to dissenting shareholders
38. Request for statement
39. Compulsory acquisition
40. Application to Court
41. Protection of minority shareholders

PART XI - EXEMPTIONS

42. Exemptions from the rules
43. Application for exemptions
44. Communication of the decision of the Commission

PART XII - THE TAKEOVER ADVISORY PANEL

45. Establishment of the Takeover Advisory Panel
46. Staff of the Takeover Advisory Panel
47. Disclosure of interests by members of the Takeover Advisory Panel
48. Functions of the Takeover Advisory Panel
49. Termination of appointment

PART XIII - MISCELLANEOUS

50. Transfer of shares and settlement of consideration
51. Commencement

SECURITIES (TAKEOVER) RULES 2010

FSC Rules made by the Financial Services Commission under Section 93 of the Financial Services Act and Section 155 of the Securities Act.

PART I – PRELIMINARY

1. Citation

These rules may be cited as the Securities (Takeover) Rules 2010.

2. Interpretation

In these rules —

“Act” means the Financial Services Act 2007;

“Commission” has the same meaning as in the Act;

“Companies Act” means the Companies Act 2001;

“dissenting shareholder” means a shareholder who has not assented to the offer and a shareholder who has failed or refused to transfer his shares to the offeror in accordance with the terms of the offer;

“effective control” means the holding of securities by any person, either individually or together with a person acting in concert, which will result in that person, either individually or together with a person acting in concert, having the right to exercise, or control the exercise of, more than 30 per cent of the rights attached to the voting shares of the company;

“exchange of securities offer” means an offer in which the consideration includes securities of the offeror;

“firm intention” means a communication in writing, as referred to in rule 9;

“Global Business Licence” has the same meaning as in the Act;

“independent adviser” means a person appointed under rule 21;

“offeree” means the company in respect of whose shares the offer relates;

“offeror” means the person by or on whose behalf the offer is being made or is to be made;

“offer document” means the offer document as referred to in rule 13;

“offer period” means the period from the time the offer document has been communicated to the shareholders of the offeree pursuant to rule 17 until the lapse of the offer or the closing date pursuant to rule 20;

“offer price” means the price per share offered by the offeror to the shareholder of the offeree;

“person acting in concert” means individuals or companies who, pursuant to an agreement or understanding, whether formal or informal, cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

“relevant Acts” has the same meaning as in the Act;

“reply document” means the reply document of the offeree as referred to in rule 18;

“reporting issuer” has the same meaning as in the Securities Act;

“Securities Act” means the Securities Act 2005;

“securities exchange” has the same meaning as in the Securities Act;

“takeover” has the meaning assigned to it in Section 94 of the Securities Act;

“Takeover Advisory Panel” means the Panel established under rule 45.

3. Application of the rules

- (1) Subject to paragraph (2), these rules shall apply where the offeree is a reporting issuer.
- (2) These rules shall not apply to a corporation holding a Global Business Licence unless it is listed on a relevant securities exchange.

PART II – GENERAL PRINCIPLES

4. Equality of treatment to shareholders

- (1) An offeror shall provide equal and fair treatment to all shareholders of the same class of an offeree, whether in relation to the consideration to be paid for their shares, the information to be supplied to them pursuant to these rules, or otherwise.
- (2) Information about companies involved in an offer shall be made available to all shareholders at the same time and in the same manner.
- (3) Shareholders shall be given full, complete and timely information to enable them to make an informed decision concerning the merits or demerits of an offer.
- (4) The obligations of an offeror towards the shareholders of the offeree shall, for the purposes of these rules, be no less than its obligations towards its own shareholders.

5. Duties and responsibilities of directors

Directors of an offeree shall, at all times when advising or informing the shareholders about a takeover –

- (a) act only in their capacity as directors without regard to any personal or family interests;
- (b) have regard only to the interests of the shareholders, employees and creditors; and

(c) act in good faith.

6. Standard of care and responsibility

- (1) Any document issued or statement made in relation to a firm intention or an offer or during an offer period shall satisfy the highest standard of accuracy and the information given shall be adequately and fairly presented.
- (2) The standard required by paragraph (1) shall apply whether the document is issued by the offeror or the offeree, or by an adviser on its behalf, or by any other person in relation to an offer.

7. Joint and several responsibility of directors

All documents issued in connection with a takeover by the offeror or the offeree shall contain a statement signed by all the respective directors that they jointly and severally accept full responsibility for the accuracy of the information contained in the documents and confirm, that having made all reasonable inquiries and to the best of their knowledge, opinions expressed in the document have been arrived at after due and careful consideration and that there are no other facts omitted from the document, which omission would make any statement in the document misleading.

8. Duty of confidentiality

Any person involved in an offer shall take such measures as are necessary to prevent the creation of a false market in the shares of either the offeror or the offeree and ensure that confidentiality is maintained at all times until a public announcement is made in accordance with these rules.

PART III - CONDUCT OF THE OFFER

9. Firm intention to the board of the offeree

The offeror shall communicate its firm intention to make an offer to the board of the offeree, to the Commission and to the relevant securities exchange, as the case may be.

10. Contents of a firm intention

- (1) A firm intention shall contain –
 - (a) the proposed terms of the offer;
 - (b) the identity of the offeror or any person acting in concert;
 - (c) a confirmation by the board of the offeror that sufficient financial resources are available to satisfy the acceptance of the offer and where the offer includes non-cash consideration, that all reasonable measures have been taken to secure full payment of the shares acquired;
 - (d) details of any existing holding of shares by the offeror in the offeree, including:
 - (i) shares which are owned or controlled by the offeror;
 - (ii) shares which are owned or controlled by any person acting in concert;
 - (e) details of any agreement which exists between the offeree and the offeror or any person acting in concert in relation to the relevant shares, irrespective of whether or not any dealings have taken place; and
 - (f) all conditions which relate to the acceptances to which the offer is to be subject.
- (2) Notwithstanding paragraph (1), the Commission may request any other information which shall be communicated to the offeree.

11. No frustrating action

- (1) Where a firm intention of an offer has been communicated to the board of an offeree or where the board of an offeree has reason to believe that an offer may be imminent, the board of the offeree or any member thereof shall not take any action in relation to the offeree's affairs which may directly or indirectly result in –
 - (a) the offer being frustrated; or
 - (b) the shareholders of the offeree being denied an opportunity to decide on the merits of an offer.

- (2) Notwithstanding paragraph (1), the board of an offeree may, with the approval of the shareholders of the offeree in a meeting —
- (a) issue shares;
 - (b) issue or grant options in respect of any unissued shares;
 - (c) create, issue or permit the creation or issue of any securities carrying rights of conversion into, or subscription for the shares of the offeree;
 - (d) sell, dispose of or acquire or agree to sell, dispose of or acquire assets of a material amount, or otherwise than in the ordinary course of business;
 - (e) enter into contracts, including service contracts, otherwise than in the ordinary course of business; or
 - (f) cause the offeree, any of its subsidiaries or associated companies to purchase or redeem any shares in the offeree or provide financial assistance for any such purchase.

12. Public announcement

- (1) A public announcement is required to be published forthwith –
- (a) by the board of the offeree, when a firm intention is made;
 - (b) by the board of the offeree, when there is undue movement in its share price or in the volume of shares traded, whether or not there is a firm intention;
 - (c) by the offeror where, before a firm intention has been made under rule 9, there is undue movement in its share price or in the volume of share turnover, and the Commission has reasonable cause to believe that it is the offeror's actions which have led to the situation;
 - (d) by the offeror, upon an acquisition that gives rise to an obligation to make an offer under rule 33;
 - (e) by the board of the offeree when the offeror has withdrawn its offer; or
 - (f) by the offeror or the board of the offeree upon direction being given by the Commission.
- (2) The public announcement shall contain details as specified in rule 10.

- (3) The public announcement shall be made in two daily newspapers of wide circulation.

13. Offer document

The offer document shall contain the information specified in the First Schedule to these rules together with any other relevant information to enable the shareholders of the offeree to reach an informed decision.

14. Pricing mechanism

- (1) The offeror shall determine the offer price.
- (2) Where the offeree is listed on a securities exchange, the offer price shall be the sum of any premium and of the highest of –
 - (a) the price paid by the offeror or a person acting in concert for any acquisition, including by way of allotment in a public issue, if any, during the 6 months period prior to the date of public announcement;
 - (b) the price paid by the offeror under a preferential allotment made to him or to a person acting in concert at any time during the 12 months period up to the date of closure of the offer; or
 - (c) the average of the weekly high and low of the closing prices of the shares of the offeree as listed on the securities exchange where the shares of the offeree are most frequently traded during the 6 months preceding the date of public announcement.
- (3) Where the offeree is not listed on a securities exchange, the offer document shall contain information as to the means by which the offeror has reached the offer price, which shall be fair and reasonable.

15. Upward revision of price

- (1) Where the offeror or any person acting in concert purchases shares in the offeree during the offer period at a price higher than the offer price, the

offeror shall increase the offer to not less than the highest price paid for any shares so acquired.

- (2) A public announcement shall be made by the offeror forthwith following an acquisition giving rise to an obligation under paragraph (1) stating the number of shares acquired.

16. Filing of the offer document

Where a decision to make an offer has been made, the offeror shall file a copy of the offer document with the Commission and the relevant securities exchange and shall pay the relevant fee to the Commission as specified in the Fourth Schedule to these rules.

17. Communication of the offer document to shareholders

Except where the Commission otherwise directs, the offeror shall, within 14 days of filing a copy of the offer document with the Commission and the relevant securities exchange, communicate a copy of the offer document by registered post or by any other expedient means of delivery to the shareholders of the offeree and notify the board of the offeree in writing.

18. Reply document of the offeree

The board of the offeree shall communicate to its shareholders, within 21 days from the date of the posting by the offeror of the offer document, a reply document containing –

- (a) the information set out in the Second Schedule to these rules;
- (b) any other information that it considers relevant to enable its shareholders to reach an informed decision.

19. Communications to the Commission and publications

- (1) The offeror shall forthwith inform the Commission and the securities exchange when an offer –
 - (a) has been revised or extended; or
 - (b) has expired

and shall, within 5 days, make a public announcement to that effect in at least 2 daily newspapers of wide circulation in Mauritius.

- (2) The public announcement shall state the number of shares which the offeror or any person acting in concert has or controls before the offer period, the number of shares for which acceptances of the offer have been received, and the number of shares otherwise acquired by the offeror and any person acting in concert during the offer period.
- (3) The public announcement shall also specify the percentages of the relevant classes of share capital, and the percentages of rights attached to voting shares, represented by the numbers.

20. Offer period

- (1) Subject to paragraph (2), an offer shall be open for at least 35 days and shall not exceed 60 days following the date of communication of the offer document to the shareholders pursuant to rule 17.
- (2) The Commission may, upon application and payment of the fee specified in Fourth Schedule to these rules, provide for an extension of the offer period as it deems fit.

PART IV - INDEPENDENT ADVISER

21. Appointment of an independent adviser

- (1) Following the communication of the offer document pursuant to rule 17, the board of the offeree shall, in the interests of its shareholders, appoint an independent adviser of sufficient calibre and with the relevant expertise and experience.
- (2) Any person, who has any interest in the offeror or offeree, shall not act as independent adviser.

- (3) Where the board of the offeree has appointed an independent adviser, it shall, within 4 days of such appointment, notify the Commission.
- (4) The Commission may, if it deems fit, direct the board of the offeree to remove any person appointed as independent adviser.

22. Functions of independent adviser

- (1) An independent adviser shall –
 - (a) advise the board of the offeree as to whether the offer is fair and reasonable;
 - (b) carry out or cause to be carried out the valuation of the offeree; and
 - (c) submit a report to the board of the offeree.
- (2) The report shall be in writing and shall contain the advice, the valuation and the method of valuation used, including reasons and assumptions made.
- (3) A summary of the report, as prepared by the independent adviser, shall be attached to the reply document as specified in rule 18.
- (4) The full report and any summary of the report of the independent adviser shall include –
 - (a) a statement of the qualifications and expertise of the independent adviser;
 - (b) a statement that the independent adviser has no conflict of interest that could affect his ability to provide an unbiased report; and
 - (c) a statement that the summary of the report is fair and not misleading, where applicable.
- (5) Notwithstanding paragraph (1) (b), the Commission may direct the board of the offeree to appoint an independent valuer.

23. Consultation of the report by shareholders

The report of the independent adviser shall be kept at the registered office of the offeree and be made available for consultation upon request by any shareholder or by any person authorised in writing by a shareholder.

24. Recommendation of directors to shareholders

- (1) The directors of the offeree shall consider the report of the independent adviser and make a recommendation in good faith to the shareholders.
- (2) Where there is a divergence of views among the directors of the offeree as to the merits of an offer, a statement of the divergent views shall be attached to the reply document.

PART V - RESTRICTIONS ON DEALINGS

25. Restrictions on dealings before the offer

- (1) No dealings of any kind in the shares of the offeree shall be made by any person who has confidential and price sensitive information concerning the offer between the time when there is reason to believe that an offer or revised offer is contemplated and the public announcement of the offer or revised offer, or of the termination of the takeover discussions.
- (2) Notwithstanding paragraph (1), such restriction shall not apply to an offeror, or a person acting in concert, if such dealings are made for the purposes of the offer unless the offeror or the person acting in concert, is a director or employee of the offeree.

26. Restrictions on dealings during the offer period

An offeror or a person acting in concert shall not enter into any agreement relating to the purchase or sale of shares of the offeree at any time during the offer period.

27. Restrictions on dealings by offeror during non-cash offers

Where consideration offered for shares of the offeree consists only of shares of the offeror which are traded on a securities exchange, the offeror or any person

acting in concert shall not engage in any purchase of the shares of the offeror for the duration of the offer period unless the offeror declines to proceed with the offer.

28. Prohibition of dealings

For the purposes of Section 111 of Securities Act, any person who has inside information about an offer shall not deal in the shares of the offeror or the offeree until a public announcement concerning the offer has been made.

29. No withdrawal of offer without approval

Except with the prior approval of the Commission, any offer, which has been made in accordance with these rules, shall not be withdrawn.

PART VI - VARIATION OF AN OFFER

30. Variation of offer

- (1) Subject to the prior approval of the Commission, an offer may be varied in terms of the consideration offered for the shares proposed to be acquired in the following way where –
 - (a) a cash sum is offered, by increasing the amount of that sum;
 - (b) shares are offered, by increasing the number of those shares;
 - (c) debentures are offered, by increasing the rate of interest payable under those debentures or by increasing the amount of those debentures;
 - (d) an option to acquire unissued shares is offered, by increasing the number of unissued shares that may be acquired under that option; and
 - (e) a combination of any of the above is offered, by increasing the amount or value of any component of the offer.
- (2) Where the consideration offered for the shares to be acquired under an offer is varied under paragraph (1), all the shareholders of the offeree shall be entitled to receive the consideration as so varied.

- (3) Subject to the prior approval of the Commission and pursuant to rule 20, an offeror may vary an offer by extending the period during which it remains open.
- (4) In the event of a variation of an offer, the offeror shall give to the offeree and its shareholders notice of the variation by post or by any other expedient means.
- (5) Subject to rule 20, the revised offer shall remain open for at least 14 days from the day of the notice of the variation.
- (6) An offeror shall vary an offer not later than 7 days after the communication of the reply document by the board of the offeree to the shareholders of the offeree pursuant to rule 18.

PART VII - CONDITIONAL AND UNCONDITIONAL OFFERS

31. Conditional and unconditional offers

- (1) Except with the prior approval of the Commission, a voluntary offer to acquire all voting shares shall be conditional upon the offeror having received acceptances in respect of voting shares which, together with voting shares acquired or agreed to be acquired before or during the takeover offer, will result in the offeror and any person acting in concert holding more than 50 per cent of the voting shares of the offeree.
- (2) If an offer under paragraph (1) is conditional, the offer document shall specify the last date when the offeror can declare the takeover offer unconditional.

32. Period for acceptance when offer becomes or is declared unconditional

Upon a conditional offer becoming or being declared unconditional, it shall remain open for acceptance for not less than 14 days thereafter.

PART VIII - MANDATORY OFFER

33. Mandatory offer

- (1) A person shall make an offer under paragraph (2) where -
 - (a) before the commencement of these rules, that person, either individually or together with a person acting in concert –
 - (i) holds more than 30 per cent of the rights attached to voting shares of a company; and
 - (ii) acquires or contracts to acquire additional voting shares of the company;
 - (b) that person, either individually or together with a person acting in concert, acquires effective control of a company; or
 - (c) following a dealing in securities of a company, that person, either individually or together with a person acting in concert, acquires the right to exercise, or control the exercise of, more than 50 per cent of the rights attached to the voting shares of the company.
- (2) Subject to paragraph (1), a person shall make an offer in accordance with these rules, on all voting shares of the offeree not already held by the offeror.
- (3) Where an offer is made under paragraph (2), a public announcement shall forthwith be made under rule 12.
- (4) The Commission and the relevant securities exchange shall be notified of any public announcement made under paragraph (3).

34. Waiver of the mandatory offer

- (1) The requirement to make a mandatory offer, pursuant to rule 33, may be waived –
 - (a) upon a change in control as a result of a restructuring of the offeree;
 - (b) where the Commission deems that an offer is unfair or contradictory to the market's interests; or

(c) in any other case as the Commission may deem fit.

- (2) The Commission shall consider an application for waiver under paragraph (1) subject to the payment of the relevant fee as specified in the Fourth Schedule to these rules.

35. Mandatory offer to be unconditional

Notwithstanding rule 31, a mandatory offer shall not be subject to any condition.

PART IX - DELAY BEFORE SUBSEQUENT OFFER

36. Delay

- (1) Except with the prior approval of the Commission and subject to the payment of the relevant fee as specified in the Fourth Schedule to these rules, where a person, either individually or together with a person acting in concert, has made an offer and the offer has been withdrawn, that person or a person acting in concert shall not, within 12 months from the date on which such offer is withdrawn or lapses, make a subsequent offer to the offeree.
- (2) Except with the prior approval of the Commission and subject to the payment of the relevant fee as specified in the Fourth Schedule to these rules, where a person, either individually or together with a person acting in concert, has or is deemed to have effective control of a company, that person shall not, within 6 months of the closure of any previous offer made by him to the offeree which became or was declared unconditional, make a subsequent offer to the offeree.

PART X - DISSENTING SHAREHOLDERS

37. Notice to dissenting shareholders

- (1) For the purposes of this Part, an offer means an offer to acquire all voting shares in a company other than voting shares that at the date of the offer are already held by the offeror.

- (2) When the offeror has, by virtue of acceptances of an offer, acquired or contracted to acquire not less than 90 per cent of the voting shares to which the offer relates, he may give notice to any dissenting shareholder that he intends to acquire his voting shares.
- (3) A notice under paragraph (2) may be given within 28 days from the last day on which the offer shall be accepted and shall be in the manner prescribed in the Third Schedule to these rules.
- (4) Where the offeror does not issue a notice pursuant to paragraph (2), he shall inform any dissenting shareholder of his rights provided under rule 41 within 28 days from the last day on which the offer shall be accepted.
- (5) At the time when the offeror gives a notice under paragraph (2) he shall communicate to the offeree a copy of the notice.

38. Request for statement

- (1) Any dissenting shareholder may request a statement in writing from the offeror within 14 days after the notice has been given under rule 37.
- (2) The statement shall contain details of other dissenting shareholders as shown in the shareholders' register.
- (3) The offeror shall, within 14 days of the request specified in paragraph (1), provide a statement in writing to the dissenting shareholder.

39. Compulsory acquisition

Unless there is an application to the Court under rule 40, the offeror shall acquire the shares of any dissenting shareholder on the same terms as for the approving shareholders within 21 days after the issue of a notice.

40. Application to Court

Where a notice is given under rule 37, any dissenting shareholder may make an application to the Court for an order within 21 days from the date on which the notice was given.

41. Protection of minority shareholders

Where the offeror, by virtue of acceptances of the offer, has acquired or contracted to acquire not less than 90 per cent of the rights attached to voting shares to which the offer relates, any dissenting shareholder may require the offeror to acquire his shares, within 28 days from the day after which the dissenting shareholder has been informed under rule 37.

PART XI - EXEMPTIONS

42. Exemptions from these rules

The Commission may, subject to such terms and conditions, grant an exemption from any requirement of these rules where it is satisfied that such an exemption would be appropriate in the circumstances.

43. Application for exemptions

- (1) An offeror may apply to the Commission for exemption under rule 42.
- (2) The application shall contain details of the proposed acquisition and the grounds on which the exemption is being sought.
- (3) The offeror shall, along with the application referred to under paragraph (2), pay the relevant fee as specified in the Fourth Schedule to these rules to the Commission.

44. Communication of the decision of the Commission

- (1) The Commission shall notify the applicant of its decision within 14 days from the date of its decision.

- (2) The Commission may grant exemptions or impose any terms and conditions to the exemptions as it deems fit.
- (3) The Chief Executive may publish a decision by notice, where he is satisfied on reasonable grounds, that it is urgent and necessary to do so.

PART XII - THE TAKEOVER ADVISORY PANEL

45. Establishment of Takeover Advisory Panel

- (1) The Chief Executive may, upon payment of the relevant fee by the offeror as specified in the Fourth Schedule to these rules, set up an ad-hoc panel which shall be known as the Takeover Advisory Panel to make recommendations to the Commission on an application under rule 43 or on any matters relating to the administration of these rules.
- (2) The Takeover Advisory Panel shall consist of -
 - (a) a Chairperson who shall be a barrister-at-law of not less than 10 years' standing; and
 - (b) not more than 2 other members having experience in the field of business, finance or law,
as may be appointed by the Commission.
- (3) The members of the Takeover Advisory Panel shall take the oath of confidentiality as specified in the Fifth Schedule to these rules.

46. Staff of the Takeover Advisory Panel

The Commission shall extend such technical, administrative and secretarial assistance as may be necessary for the proper discharge of the functions of the Takeover Advisory Panel.

47. Disclosure of interests by members of the Takeover Advisory Panel

Any member of the Takeover Advisory Panel shall, in relation to any matter before the Takeover Advisory Panel, in which he or any person related to him by blood or marriage has a pecuniary or other material interest –

- (a) disclose the nature of the interest in writing to the Commission before the meeting is convened to discuss that matter; and
- (b) take part in any deliberation of the Takeover Advisory Panel relating to that matter subject to the prior approval of the Commission.

48. Functions of the Takeover Advisory Panel

The Takeover Advisory Panel shall examine any matter referred to it by the Commission and submit its recommendations to the Chief Executive within 21 days from the date of its establishment under rule 45.

49. Termination of appointment

- (1) The Chairperson or any other members of the Takeover Advisory Panel may resign by giving notice in writing to the Chief Executive.
- (2) The Chairperson or any other members of the Takeover Advisory Panel shall cease to hold office where he is unfit as a result of any physical or mental illness, any breach of trust, misconduct or default in the discharge of his duties.

PART XIII - MISCELLANEOUS

50. Transfer of shares and settlement of consideration

- (1) Where the offeree is listed on a securities exchange, consideration for the shares shall be paid in accordance with any enactment, the rules of the relevant securities exchange and the rules of the relevant clearing and settlement facility.
- (2) Where the offeree is not listed on a securities exchange, transfer of the shares shall be made in accordance with the provisions of any enactment

and consideration for the shares shall be paid within 3 days from the receipt of the duly signed Acceptance and Transfer form.

51. Commencement

These rules shall come into operation on the 01 May 2011.

FIRST SCHEDULE

(rule 13)

INFORMATION TO BE CONTAINED IN THE OFFER DOCUMENT

The offer document shall contain the following statements in a prominent position -

OFFER MADE BY (OFFEROR) TO THE SHAREHOLDERS OF (OFFEREE)

Offer document on the Takeover Scheme proposed by (offeror) for the shareholders of (offeree) whereby the (offeror) offers to the shareholders of (offeree) to purchase their shares in (offeree) for a cash consideration of Rs ... per share or alternatively in the case of non-cash consideration, the exchange of share ratio.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

- i. “If you are in doubt as to any aspect of this offer, you should consult a professional adviser.”
- ii. The shareholders of (offeree) shall be registered at the close of business on (date), to be eligible for the offer.
- iii. An Acceptance and Transfer form is attached with respect to your shareholding (in offeree). To signify your acceptance, please sign the form and return it to (offeror), (address of offeror) at latest, by (date).
- iv. Last date for acceptance of the offer is (date).

DISCLAIMER

This offer document is not a prospectus. This offer document sets out the terms of the offer made by the (offeror) and has been prepared in compliance with the laws of Mauritius.

FSC DISCLAIMER

The no objection of the Financial Services Commission (“FSC”) for circulation of this offer document shall not in any way imply that the FSC has conveyed its approval, or otherwise, vouched for the financial soundness, accuracy or opinion expressed in this offer document with regards to this offer.

DIRECTORS STATEMENT

The board of the (offeror) accepts full responsibility for the correctness of the information contained in the offer document, and having made all reasonable enquiries, states that to the best of its knowledge and belief, there is no material fact, the omission of which would make any statement herein, whether of fact or opinion, misleading.

DOCUMENTS AVAILABLE FOR INSPECTION

The original of the offer document is available for inspection during the normal business hours at the registered office of the (offeror) at (address of offeror).

The document shall include the following information, along with any further information which may be necessary and relevant to enable the shareholders to make an informed decision -

1. The Offeror

The name and address of the offeror, any adviser or any other person who may be acting for the offeror, and any person acting in concert.

If either the offeror or any person acting in concert is a company, the names and addresses of its directors and controlling shareholders.

2. Other parties related to the offer

The names and addresses of the parties to any agreement, arrangement or understanding for the transfer of any shares to any other persons pursuant to the offer, together with particulars of all shares held by such persons in the offeree, or a statement that no such shares are held.

3. Offer date and closing date

The date the offer is open for acceptance, its duration and the date and time of the closing of the offer.

4. Intention of the offeror

- (a) The offeror's intention regarding the continuation of the business of the offeree;
- (b) The offeror's intention regarding any major changes to be introduced in the business, including any redeployment of the fixed assets of the offeree;
- (c) The long-term commercial justification for the proposed offer;
- (d) The offeror's intention with regard to the continued employment of the employees of the offeree and of its subsidiaries; and
- (e) The object and purpose of the acquisition of shares and future plans, including disclosures of intended disposal of any assets in the succeeding 2 years except in the ordinary course of business and details about implementation of future plans.

5. Shareholdings and dealings

- (a) The shareholdings of the offeror in the offeree.
- (b) The shareholdings of the directors of the offeror in the offeree.
- (c) The shareholdings of any person acting in concert in the offeree.

- (d) The shares in the offeror and in the offeree owned or controlled by a person with whom the offeror or any person acting in concert has any arrangement, or any other agreement or understanding, formal or informal, of whatever nature, which might be an inducement to deal or refrain from dealing.

If in any of the above categories, there is no shareholding, this fact shall be expressly stated.

Details including dates and prices of any dealing in shares made by any person, mentioned within the above categories taking place during the period beginning 6 months prior to the offer period until the communication of the offer document.

If no such dealings have taken place, this fact shall be expressly stated.

6. Dividend entitlement

Precise particulars of the shares in respect of which the offer is made and a statement whether they are to be acquired cum or ex any dividend or other distribution which has been or may be declared.

7. Offer price of offeree's shares

Detailed explanation of the mechanisms through which the offer price was reached.

8. Cash resources for offer

Where the offer is in cash, or includes an element of cash, the offer document shall include a confirmation by an adviser that the resources available to the offeror are sufficient to satisfy full acceptance of the offer.

9. Exchange of securities offer

- (a) In the case of an exchange of securities offer the following information about the offeror -

(i) for the last 3 financial years, turnover, net profit or loss before and after taxation, the charge for tax, exceptional items, minority interests, dividends, earnings per share and dividends per share;

(ii) a statement of the assets and liabilities shown in the last published audited accounts;

(iii) all material changes in the financial or trading position of the offeror subsequent to the last published audited accounts or a statement that there are no known material changes;

(iv) details relating to the items referred to in (i) above in respect of any interim statement or preliminary public announcement made since the last published audited accounts; and

(v) significant accounting policies together with any points from the notes to the accounts which are of major relevance to an appreciation of the figures.

(b) Where, because of a change in accounting policy, figures are not comparable to a material extent, this shall be disclosed and the approximate amount of the resultant variation shall be stated.

(c) The Commission may require that the offer document contains a description of the financing arrangements, if any.

10. Arrangements in connection with offer

(a) Details of any benefit which will be given to any director of the offeree as compensation for loss of office or otherwise in connection with the offer.

(b) Details of any agreement or arrangement between the offeror and any of the directors of the offeree or any person which is conditional on the outcome of the offer or otherwise connected with the offer.

11. Regulatory obligations

A statement of the obligations of the offeror and the rights of the shareholders of the offeree under these rules and any other relevant enactments.

12. Further information in cases of exchange of securities offers

The following additional information shall be given by the offeror when it is offering its securities in exchange for the securities of the offeree -

- (a) the nature and particulars of its business;
- (b) the date and country of its incorporation;
- (c) the address of its registered office in Mauritius;
- (d) the stated capital and any options outstanding in respect thereof, and the rights of the shareholders in respect of capital, dividends and voting;
- (e) whether or not the shares being offered will rank *pari passu* with the existing issued shares of the company, and if not, a precise description of how the shares will rank for dividends and capital;
- (f) the number of shares issued since the end of the last financial year of the company;
- (g) the highest and lowest closing market prices in respect of the offeror's shares with the relevant dates during the period commencing 6 months preceding the commencement of the offer period and ending on the day prior to the posting of the offer document;

(h) details of any restructuring of capital during the 2 financial years preceding the date of the offer;

(i) details of any bank overdrafts or loans, or other similar indebtedness, mortgages, charges, or guarantees or other material contingent liabilities of the offeror and any of its subsidiaries, or, if there are no such liabilities, a statement to that effect;

(j) details of any litigation to which the company is, or may become, a party;

(k) details of every material contract entered into by the offeror and its subsidiaries not more than 2 years before the date of the offer, not being a contract entered into in the ordinary course of the business carried on or intended to be carried on by the company;

(l) how and when the documents of title to the securities will be issued; and

(m) whether and in what manner the emoluments of the directors of the offeror will be affected by the acquisition of the offeree or by any other associated transaction. If there will be no effect, this fact shall be expressly stated.

13. Disclaimer

- (1) The offeror shall in clear terms include, in the offer document, the following statement “to the best of my/our knowledge and belief, after making proper enquiry, the information contained in or accompanying the takeover notice of the offer document is, in all material respect true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the offeror under the Securities (Takeover) Rules 2010.”

- (2) Where the offeror is a company or corporate body, the statement under paragraph (1) shall be signed by at least 2 directors.

SECOND SCHEDULE
(rule 18)

INFORMATION TO BE CONTAINED IN THE REPLY DOCUMENT

The reply document of the offeree shall include the following information, along with any other information which may be necessary and relevant to enable the shareholders to make an informed decision -

1. Views of offeree's board

(a) Whether the directors of the offeree recommend that the shareholders shall accept or reject the offer, with reasons for the recommendation.

(b) The summary of the report of the independent adviser as to whether the offer is fair and reasonable and the reasons thereof.

(c) Whether the directors and any person dealing directly on their behalf intends to accept the offer.

2. Directors' interests in the offeree

(a) The aggregate shareholdings in the offeror and in the offeree in which the directors of the offeree have an interest shall be stated.

(b) If any securities in the offeree have been purchased or sold by the directors of the offeree within 6 months prior to the public announcement of the offer, details of the numbers, prices and dates shall be given.

3. Shareholdings in the offeror

(a) The shareholdings of the offeree, the offeree's holding company or any of its subsidiaries in the offeror shall be disclosed.

(b) If any shares in the offeror have been purchased or sold by such persons within 6 months before the public announcement of the offer, details of the numbers, prices and dates shall be given.

4. Stated capital of offeree

(a) The stated capital and the rights of the shareholders in respect of capital, dividends and voting.

(b) The number of shares issued since the end of the last financial year of the offeree.

(c) If any of the securities of the offeree are not listed on a securities exchange, any information available as to the number and price of transactions which have taken place during the period commencing 6 months preceding the commencement of the offer period shall be stated.

5. Financial information

(a) The following information about the offeree -

(i) audited financial statements for the last 3 years;

(ii) all material changes in the financial or trading position or prospects of the company subsequent to the last published audited accounts or a statement that there are no known material changes;

(iii) any interim statement or preliminary public announcement made since the last published audited accounts; and

(iv) significant accounting policies together with any points from the notes to the accounts which are of major relevance to an appreciation of the figures.

- (b) Where, because of a change in accounting policy, figures are not comparable to a material extent, this shall be disclosed and the approximate amount of the resultant variation shall be stated.

6. Material contracts

Details of every material contract entered into by the offeree and its subsidiaries more than 2 years before the date of the offer, not being a contract entered into in the ordinary course of business carried on or intended to be carried on by the company.

7. Arrangements affecting directors

(a) Details of any benefit to be given to any director of the offeree as compensation for loss of office or otherwise in connection with the offer.

(b) Details of any agreement between any director of the offeree and any other person that is conditional on the outcome of the offer or otherwise connected with the offer.

(c) Details of any material contract entered into by the offeror in which any director of the offeree has any interest.

8. Directors' service agreement

Details of any existing service contracts between the offeree or any of its subsidiaries or associated companies and directors of the offeree which have more than 12 months to terminate, or which have been entered into or amended within 6 months before the public announcement of the offer.

THIRD SCHEDULE
(rule 37)

NOTICE TO DISSENTING SHAREHOLDER

To

An offer was made on the day of 20.... by

.....
.....
..... (the offeror)

for Rs..... per share in

.....
.....
(the offeree).

(the offeror) has, within the relevant time period specified in rule 37 of the Securities (Takeover) Rules 2010 satisfied the conditions contained in Part X of the Securities (Takeover) Rules 2010.(the offeror) gives notice that he now intends to exercise his right under Part X of the Securities (Takeover) Rules 2010 to acquire shares held by you in(the offeree). If you do not make application to the Court (see below)(the offeror) will acquire your shares on the following terms:

.....
.....
.....

Note: You are entitled under rule 40 of the Securities (Takeover) Rules 2010 to make application to the Court within 21 days of the date of this notice for an order stating that either(the offeror) shall not be entitled and bound to acquire your shares or that different terms to those of the offer shall apply to the acquisition. If you are contemplating such an action you may wish to seek legal advice.

Signed.....

Date.....

FOURTH SCHEDULE
(rules 16, 20, 34, 36, 43, 45)

PAYMENT OF FEES

Item	Rule	Fee payable (Rs)
1. Filing of the offer document with the Commission	16	0.25% of the value of the offer subject to a maximum of 350 000
2. Extension of the offer period	20	25 000
3. Waiver of the mandatory offer	34	50 000
4. Application for making a subsequent offer	36	25 000
5. Application for exemptions	43	50 000
6. Establishment of the Takeover Advisory Panel	45	100 000

FIFTH SCHEDULE
(rule 45)

OATH OF CONFIDENTIALITY

IN THE SUPREME COURT OF MAURITIUS

I,, do swear/solemnly affirm/declare that I will well and truly serve the Republic of Mauritius as a member of the Takeover Advisory Panel established under the Securities (Takeover) Rules 2010 and I will do right to all people according to law, without fear or favour, affection or ill-will. (So help me God).

Taken before me,

The Master and Registrar of the Supreme Court on (date)