

# STATEMENT TO SHAREHOLDERS

IN RELATION TO A SCHEME OF ARRANGEMENT BETWEEN

ABC BANKING CORPORATION LTD & ABCB HOLDINGS LIMITED  
&  
LISTING PARTICULARS OF ABCB HOLDINGS LIMITED  
(REFERENCE NUMBER LEC/1/01/2024)

PERTAINING TO THE LISTING OF 76,271,872 NO PAR VALUE ORDINARY SHARES OF ABCB HOLDINGS LIMITED ON  
THE OFFICIAL MARKET OF THE STOCK EXCHANGE OF MAURITIUS LTD BY WAY OF INTRODUCTION

14 OCTOBER 2024



## **IF YOU ARE A SHAREHOLDER OF ABC BANKING CORPORATION LTD, THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This document is issued by ABC BANKING CORPORATION LTD (“ABC Banking” or the “Bank”), a public company incorporated in Mauritius on 21 November 1997, bearing registration number C07018920 and regulated by the Companies Act 2001 and Banking Act 2004. Its registered address is at WEAL House, Duke of Edinburgh Avenue, Place d’Armes, Port Louis, Mauritius.

This document is issued for the purpose of providing information to the shareholders of ABC Banking in relation to its proposed Re-organisation that involves:

- 1) the creation of ABCB Holdings Limited (“ABCB Holdings” or the “Company”) as a new legal entity to act as a group holding company; and
- 2) a Scheme of Arrangement (the “Scheme”) under sections 261 to 264 of the Companies Act 2001.

The implementation of the Scheme shall involve the exchange of shares held by the shareholders of ABC Banking for shares in ABCB Holdings on a share exchange ratio of 1:1, i.e. one (1) ordinary share of ABC Banking will be exchanged for one (1) ordinary share of ABCB Holdings.

The Scheme shall also include the sale of ABCB Properties Ltd’s (ABCB Properties) shares to ABCB Investments Ltd, with the aim to segregate the property portfolio from the banking business. It is to be noted that ABCB Properties was created on 09 August 2024 and is currently a wholly owned subsidiary of ABC Banking. The Properties are currently in process of being transferred from ABC Banking to ABCB Properties, and the consideration for the transfer will be settled through an issue of 999 shares in ABCB Properties to ABC Banking (refer to Section 4 herein).

The Scheme will be submitted for approval by shareholders of ABC Banking, at a forthcoming meeting of shareholders (“Special Meeting”), to be scheduled on or around 5 November 2024.

An application has been made to SEM for (i) the cancellation of the admission of ABC Banking’s shares from the Development and Enterprise Market of the SEM; and (ii) the listing and permission to deal in the ordinary shares of ABCB Holdings on the Official Market of the SEM.

This document has been approved by the Listing Executive Committee of SEM (“LEC”) in conformity with the Listing Rules of SEM on 14 October 2024. The approval by the LEC is subject to the approval of the Scheme by Shareholders of ABC Banking at the Special Meeting and the approval of the Court.

No other listing has been sought for the shares of ABCB Holdings.

This document is not an invitation to nor a statement in lieu of a Prospectus as required in terms of the Securities (Public Offer) Rules 2007 for the public in Mauritius or elsewhere to subscribe for shares in the Company.

A copy of this document has been filed with the Financial Services Commission (“FSC”).

For a full appreciation of this document, it should be read in its entirety. If you have any doubt as to the action you should take, please consult your banker, stockbroker, legal advisor, accountant or other professional advisor immediately.

The attention of readers is drawn to Section 2, which contains a summary definition of all key terms used in this document.

This document is not to be redistributed, reproduced, or used, in whole or in part, for any other purpose.

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Investors should not treat the contents of these Listing Particulars as advice relating to legal, taxation, investment or any other matters. Investors should inform themselves as to (i) the legal requirements within their own respective country for the purchase, holding, transfer or other disposal of shares; (ii) any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of shares which they may encounter; (iii) the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of shares.

These Listing Particulars should be read in its entirety before making any application for shares.

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## 1. DECLARATION OF DIRECTORS

This document includes particulars given in compliance with the DEM Rules (to the extent required given the current listing of ABC Banking on the DEM of the SEM), and the SEM Listing Rules to govern the Official Listing of the securities of ABCB Holdings on the Official Market of the SEM, and for the purpose of giving information with regard to the Re-organisation and ABCB Holdings.

The directors of ABC Banking and ABCB Holdings, whose names appear in Sections 8.2 and 8.3 respectively, collectively and individually accept full responsibility for the accuracy and completeness of the information contained in this document and confirm, having made all reasonable enquiries that, to the best of their knowledge and belief, there are no facts the omission of which would make any statement herein misleading.

The directors of ABC Banking have, on 26 September 2024, approved the proposed Scheme, details of which are provided in Section 4.5.

The directors of ABC Banking recommend that the shareholders of ABC Banking vote in favour of the resolution approving the Scheme.

Furthermore, the directors of ABC Banking declare that, to the best of their knowledge and belief and after having made reasonable inquiries, in relation to the period from 30 June 2023 (being the last audited financial statements of the Bank which have been prepared) and following publication of the last interim financial statements, being as at 31 December 2023:

- There has not been any material adverse change in the financial or trading position of ABC Banking;
- The business of ABC Banking has been satisfactorily maintained;
- There have been no circumstances adversely affecting the value of the assets of ABC Banking;
- The current assets of ABC Banking appear in the books at values believed to be realisable in the ordinary course of business;
- There have been no unusual factors affecting the reserves of ABC Banking;
- The working capital available to both ABC Banking and ABCB Holdings is sufficient for at least twelve (12) months from the date of the issue of this document and post implementation of the Scheme; and
- There will be no change in the nature of the business of ABC Banking and ABCB Holdings.

Also, the directors of ABCB Holdings whose names are given under Sections 8.2 and 8.3:

- have considered all statements of fact and opinion in these Listing Particulars;
- collectively and individually, accept full responsibility for the accuracy of the information given;
- certify that, to the best of their knowledge and belief, there are no facts the omission of which would make any statement false or misleading;
- have made all reasonable enquiries in this regard; and
- certify that, to the best of their knowledge and belief, these Listing Particulars contains all information required by law and the Listing Rules.

Approved by the Boards of ABC Banking and ABCB Holdings on 26 September 2024. The present document is signed on behalf of each board by:



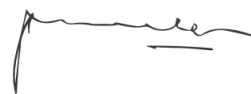
**David Brian Ah-Chuen, ABC Banking**



**Lakshmana Lutchmenaraidoo, ABC Banking**



**Ah Foon Chui Yew Cheong, ABCB Holdings**



**Prof. Donald Ah-Chuen, ABCB Holdings**

## 2. GLOSSARY

ABC Banking or the Bank	ABC BANKING CORPORATION LTD (Registration Number C07018920), a public company with limited liability duly incorporated in accordance with the company laws of the Republic of Mauritius and duly licensed to operate as a bank under the Banking Act.
ABCB Holdings Limited or the Company or the Issuer	<p>A public company incorporated and registered as a limited liability company in Mauritius on 21 August 2024, with business registration number C24212296, and currently regulated by the CA 01.</p> <p>Following the implementation of the Scheme, ABCB Holdings will become the ultimate holding company of ABC Banking and will be listed on the Official Market of the SEM.</p>
ABCB Group	ABCB Holdings Limited and its actual and/or intended subsidiaries, namely ABC Banking Corporation Ltd, ABCB Investments Ltd and ABCB Properties Ltd.
ABC Group of Companies	Companies which form part of the group of companies known as the ABC Group of Companies.
ABC Banking Shares	A share in the capital of ABC Banking
ABCB Holdings Shares	A share in the capital of ABCB Holdings
ABCB Investments	ABCB Investments Ltd, a private company incorporated and registered as a limited liability company in Mauritius on 05 September 2024 with business registration number C24212864.
ABC Professional	ABC Professional Secretarial Services Ltd, the Share Registry and Transfer Office of ABC Banking and ABCB Holdings.
ABCB Properties	<p>ABCB Properties Ltd, a private company incorporated and registered as a limited liability company in Mauritius on 09 August 2024 with business registration number C24211879.</p> <p>The sole shareholder of ABCB Properties is currently ABC Banking, and the purpose of entity is to act as a 'property holding' company within the ABCB Group.</p>
Allotment Date	20 January 2025
Banking Act	The Banking Act 2004
BoM	The Bank of Mauritius
Board of ABC Banking or ABC Banking Directors or directors of ABC Banking	The directors of ABC Banking as at the date of the present document, further details of whom appear in Section 8.2.
Board of ABCB Holdings or ABCB Holdings Directors or directors of ABCB Holdings	The current and proposed directors of ABCB Holdings (as detailed under section 8.3) as at the date of the present document.
Bonds	700 unsecured fixed rate bonds and unsecured floating rate bonds issued by ABC Banking on 29 March 2024, and listed on the Official List of the SEM on 3 April 2024. The bonds were issued in terms of a bond programme implemented by ABC Banking, under which bonds having an aggregate amount of up to MUR 700,000,000 were offered for subscription by way of public offer.
Business day	Business day refers to any day other than a Saturday, Sunday, or official public holiday in Mauritius, during which banks and financial institutions are typically open for regular business operations. Additionally, any other bank closure declared by the government, such as for public emergencies or special circumstances, would also be considered a non-business day
CA 01	The Companies Act 2001
Certificated shares	Shares in respect of which physical share certificates will be/ have been issued.
Code of Corporate Governance	The Mauritian Code of Corporate Governance 2016
CDS	The Central Depository & Settlement Co. Limited
Closing Date	The close of business on 9 January 2025 (or such other date as will be determined following the Petition and Court Order sanctioning the Scheme)

## 2. GLOSSARY (CONT'D)

Constitution of ABC Banking	The constitution of ABC Banking adopted on 9 April 2010
Constitution of ABCB Holdings	The constitution of ABCB Holdings which will be ratified by the shareholders of ABC Banking at the Special Meeting.
Court	The Bankruptcy Division of the Supreme Court of Mauritius
DEM	The Development & Enterprise Market of the Stock Exchange of Mauritius.
DEM Rules	The rules of the Stock Exchange of Mauritius for the listing of securities on the Development & Enterprise Market of the SEM.
Delisting	The cancellation of the admission of ABC Banking's shares from the DEM of the SEM, which shall take place subsequent to the Share Exchange on 20 January 2025
Effective Date	20 January 2025, or such other date as the Court may direct being the effective date of the Re-organisation.
EPS	Earnings Per Share
FSC	The Financial Services Commission of Mauritius
Last Practicable Date	The last practicable date prior to the finalisation of the present document, being 26 September 2024.
Listing	The listing of the ordinary shares of ABCB Holdings on the SEM Official Market, which shall take place on or around 21 January 2025.
Listing Particulars	This document and its annexes, dated 26 September 2024, which have been prepared in compliance with the Listing Rules.
Listing Rules	The Listing Rules of the SEM governing the Official Market.
LEC	The Listing Executive Committee of the SEM.
MUR	Mauritian Rupees, the lawful currency of the Republic of Mauritius.
NAVPS	Net Asset Value per share
Petition	The petition to be presented to the Court to sanction the Scheme. The submission will be made on or around 6 November 2024.
Plantation House	A seven-storey building located at the corner of Royal Road and Duke of Edinburgh Avenue at Port Louis.
Properties	Comprises the WEAL House, the Plantation House building and Sir Jean Moilin Court.
SEM	The Stock Exchange of Mauritius Ltd established under the repealed Stock Exchange Act 1988 and now governed by the Securities Act 2000 of Mauritius.
Share Exchange	Exchange by shareholders of ABC Banking of their ordinary shares held in the Bank at close of business on 9 January 2025 (Closing Date) for ordinary shares in ABCB Holdings on a 1:1 basis.
Sir Jean Moilin Court	Building located at Royal Road, Port Louis.
Special Meeting	Special Meeting of shareholders of ABC Banking to be held on 5 November 2024, at which the Scheme will be considered and approved.
Statement to Shareholders	The present statement, dated 14 October 2024, being circulated to shareholders of ABC Banking to seek approval of shareholders of ABC Banking.
The "Re-organisation"	The proposed Re-organisation, as described in the cautionary announcement published by ABC Banking on 28 November 2023, and as described under section 4.3 of the present document.
The "Scheme of Arrangement" or The "Scheme"	The Scheme of Arrangement proposed by the directors of ABC Banking to its shareholders pursuant to Sections 261 to 264 of the CA 01, as described in the document.
Transaction	The transfer of the ordinary shares of ABCB Properties from ABC Banking to ABCB Investments, which shall happen as part of the Scheme.
WEAL House	A six-storey building located at Duke of Edinburgh Avenue at Port Louis.

### 3. CORPORATE INFORMATION

Company Name	ABC BANKING CORPORATION LTD	ABCB HOLDINGS LIMITED
Place of incorporation	The Republic of Mauritius	The Republic of Mauritius
Date of incorporation	21 November 1997	21 August 2024
Business Registration number	C18920	C24212296
Registered office	WEAL House, Duke of Edinburgh Avenue, Place d'Armes, 11328, Port Louis	Level 4, WEAL House, Duke of Edinburgh Avenue, Place d'Armes, 11328, Port Louis
Contact telephone number	+230 206 8000	+230 206 8000
Company Secretary	Mr. Mahesh Ittoo, ACG WEAL House, Duke of Edinburgh Avenue, Place d'Armes, 11328, Port Louis	
Registrar and Transfer Agent	ABC Professional & Secretarial Services Ltd, ABC Centre, Military Road Port Louis, Mauritius	Mr. Mahesh Ittoo, ACG WEAL House, Duke of Edinburgh Avenue, Place d'Armes, 11328, Port Louis
Main Correspondent Banks	Abu Dhabi Commercial Bank Bank of China Crown Agents Bank Limited Mizuho Bank Ltd Société Générale Standard Chartered Bank (New York/ London/Germany) Standard Bank of South Africa Limited Yes Bank Limited	Not Applicable
Transaction Advisor	Perigeum Capital Ltd Ground Floor, Alexander House, 35 Cybercity, Ebene 72201, Mauritius	
Legal Advisors	Bowmans (Mauritius) 3rd Floor, The Dot, Avenue De Telfair, Moka, 80829, Mauritius	
External Auditors	KPMG Mauritius 31, Cybercity, Ebene, Mauritius	

### 4. THE PROPOSED RE-ORGANISATION

#### 4.1 About ABC Banking Corporation Ltd and its Property Portfolio

ABC BANKING CORPORATION LTD is a public company incorporated in Mauritius on 21 November 1997 and holds a banking licence issued by the Bank of Mauritius on 1 June 2010 pursuant to the Banking Act. The Bank started its operations as a full-fledged commercial bank on 21 December 2010. The ordinary shares of the Bank are currently listed on the DEM of the SEM.

With its headquarters and banking operations based at its prestigious WEAL HOUSE, strategically located in the heart of the island's capital at Place d'Armes, Port-Louis, ABC Banking stands as a well-established commercial bank, highly respected for its excellent reputation and top quality of its products & services.

Essentially, the Bank is organised around four main pillars: Retail & Corporate Banking, Private Banking, International Banking and Treasury.

At its inception in 2010, the Bank was decentralised in three different locations: Raffles Tower (now Standard Chartered Tower), Ebène; ABC Centre, Military Road; and at Place d'Armes, Port Louis. Since December 2014, the Bank's new Head Office and Main Branch were moved to the WEAL HOUSE, Place d'Armes which allowed for the centralisation of all the activities of the Bank.

As part of the Bank's development strategy, the Bank further expanded its locations in the capital by acquiring the Plantation House building situated next to WEAL HOUSE, and also the latter's adjacent ex-Merven Building at Royal Street (now Sir Jean Moilin Court).

*(the WEAL HOUSE, the Plantation House and Sir Jean Moilin Court collectively referred to as the "Properties"; and shall form part of the Transaction).*

On 09 August 2024, ABC Banking incorporated a wholly owned subsidiary namely ABCB Properties. The Properties are currently being transferred to ABCB Properties, which process is expected to be completed prior to the Special Meeting. The transfer will be made at no cash consideration for an issue of shares in ABCB Properties.

The Bank consolidated its physical location in the heart of the country's financial hub, which enabled it to provide the space requirements for its current and future developmental needs and at the same time enhance the architectural renovation of this historical site of the capital.



## 4. THE PROPOSED REORGANISATION (CONT'D)

### 4.2 About the Re-organisation

On 28 November 2023, the Board of ABC Banking issued a cautionary announcement apprising the market that the Board has resolved to proceed with a corporate re-organisation by way of 'a court sanctioned Scheme of Arrangement'.

As part of the Re-organisation, a new legal entity has been created, namely **ABCB Holdings Limited**, to act as the holding company of the Bank. The stated capital of the new entity is currently MUR 1, with 1 ordinary share of no par value currently held by Prof. Donald Ah-Chuen.

Upon the Scheme becoming effective, the Re-organisation shall be implemented as follows:

- i. Issue of 76,271,872 new ordinary shares by ABCB Holdings to implement the Share Exchange;
- ii. Share Exchange by shareholders of ABC Banking of their ordinary shares held in the Bank at close of business on 9 January 2025 (Closing Date) for ordinary shares in ABCB Holdings on a 1:1 basis;
- iii. Consequential Delisting of ABC Banking's shares from the DEM;
- iv. The listing of the ordinary shares of ABCB Holdings on the Official Market of the SEM;
- v. The separation of ABC Banking's banking business from its Property Portfolio valued at MUR 660 million. The ordinary shares of ABCB Properties will be transferred to ABCB Investments through a sale; and
- vi. Buy back and cancel the 1 share issued for the purpose of incorporation of ABCB Holdings and currently held by Prof. Donald Ah-Chuen, so that the shareholding structure of ABCB Holdings mirrors the shareholding structure of ABC Banking as at the close of business on 9 January 2025.

As a result of the Scheme, shareholders of ABC Banking will become shareholders of ABCB Holdings in the same proportion they held shares in ABC Banking. ABCB Holdings will then be the sole shareholder of ABC Banking and its subsidiary, ABCB Investments which will be holding all the shares of ABCB Properties.

The shares of ABCB Holdings will carry exactly the same voting and economic rights as those of ABC Banking.

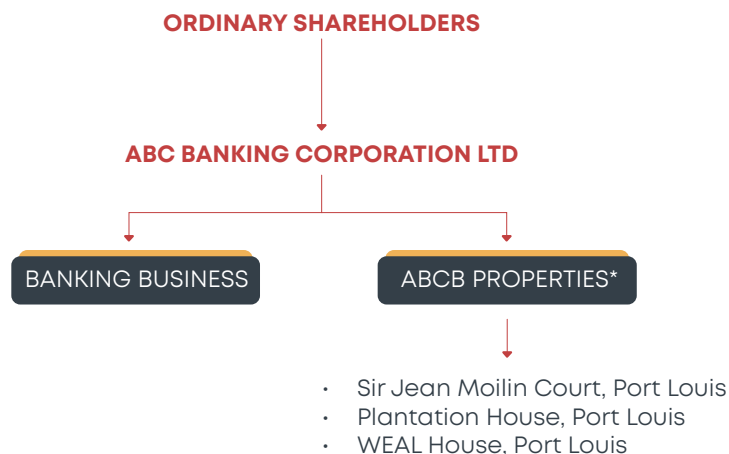
The key objective of the Re-organisation includes providing a more efficient group structure through the segregation of the Bank's banking activities from its non-banking activities. As at date of the present document, the banking business of ABC Banking and the Properties are all held directly by ABC Banking.

The above proposed Re-organisation will be subject to approval by ABC Banking Shareholders at the Special Meeting scheduled on 5 November 2024 and implemented by way of a court sanctioned 'Scheme of Arrangement' under Sections 261 to 264 of the CA 01.

### 4.3 Company Structure

The current and proposed corporate structures are as set out below:

#### **Before the Re-organisation**

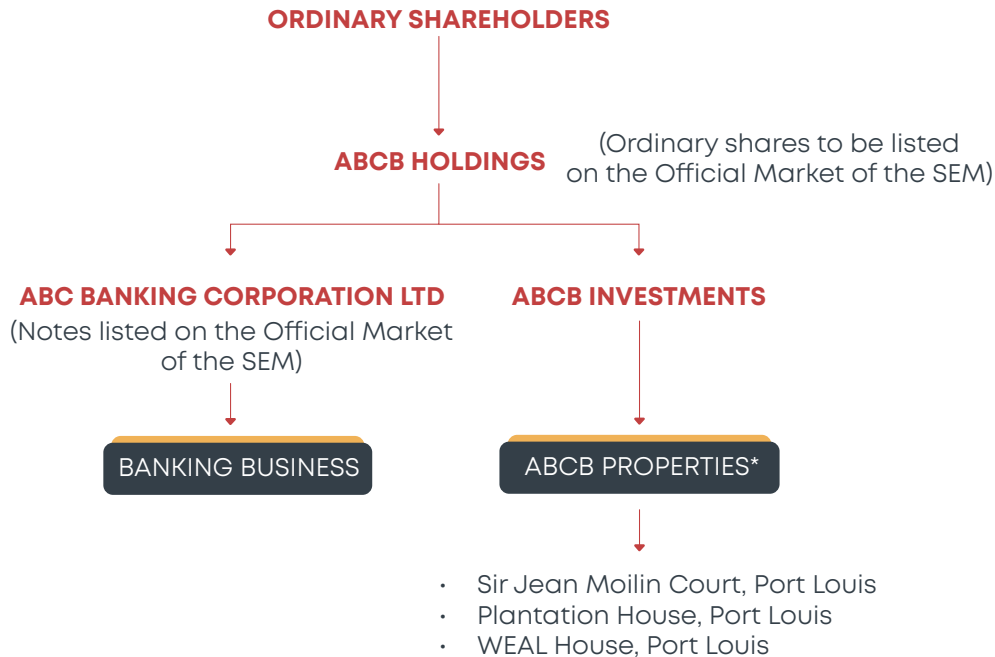


*\*The Properties are currently in process of being transferred from ABC Banking to ABCB Properties, and the transfers are expected to be finalised prior to the Special Meeting.*

## 4. THE PROPOSED REORGANISATION (CONT'D)

### 4.3 Company Structure (Cont'd)

Post Re-organisation



### 4.4 Approvals and consents required

#### Shareholders of ABC Banking

Shareholders of ABC Banking will be requested to consider and vote on the following matters at the Special Meeting:

- i. Approve by Special Resolution that ABC Banking proceeds with the Scheme;
- ii. Conditional upon the Scheme becoming effective:
  - a) Ratify by way of a Special Resolution, the constitution of ABCB Holdings (a summary of which is detailed in Annex 1);
  - b) Approve the present document, which will be used as a 'Statement to Shareholders' issued by ABC Banking & ABCB Holdings, and as Listing Particulars issued by ABCB Holdings for the purpose of its intended Listing on the Official Market of the SEM;
  - c) Approve the appointment of the proposed directors of ABCB Holdings, the appointment of whom will be effective upon approval of the Scheme by the Court; and
  - d) Approve the sale of the ordinary shares of ABCB Properties to ABCB Investments.

#### Shareholder of ABCB Holdings

- i. Approve the sale of the ordinary shares of ABCB Properties, currently being held by ABC Banking, to ABCB Investments;
- ii. Authorise the Board of directors of ABCB Holdings to issue 76,271,872 new shares in ABCB Holdings, pursuant to Section 55 of the CA 01, to enable the Share Exchange at the Closing Date;
- iii. Approve the exchange of shares acquired in ABC Banking as a result of step (ii) above for shares issued by ABCB Holdings;
- iv. Conditional upon the Scheme becoming effective:

## 4. THE PROPOSED REORGANISATION (CONT'D)

### 4.4 Approvals and consents required (cont'd)

- a) Approve the sale of the ordinary shares of ABCB Properties, currently being held by ABC Banking, to ABCB Investments;
  - b) Adopt the Constitution of ABCB Holdings, a summary of which is detailed in Annex 1;
  - c) Approve the appointment of the proposed directors of ABCB Holdings;
  - d) Approve the remuneration of the directors mentioned in (c) above;
- v. Buy back and cancel the 1 share issued for the purpose of incorporation of ABCB Holdings and currently held by Prof. Donald Ah-Chuen, so that the shareholding structure of ABCB Holdings mirrors the shareholding structure of ABC Banking as at the close of business on 9 January 2025 (or such other date as will be determined following the Petition and Court Order sanctioning the Scheme);
  - vi. Approve the listing of the ordinary shares of ABCB Holdings by way of introduction on the Official Market of the SEM;
  - vii. Approve the present document, which will be used as a 'Statement to Shareholders' issued by ABC Banking & ABCB Holdings, and as Listing Particulars issued by ABCB Holdings for the purpose of its intended Listing on the Official Market of the SEM.

#### **Shareholder of ABCB Investments (being ABCB Holdings)**

- i. Approve the acquisition of ABCB Properties; and
- ii. Conditional upon the Scheme becoming effective, approve the purchase of the ordinary shares of ABCB Properties by ABCB Investments.

### 4.5 The Scheme

The Scheme will become effective as soon as an official copy of the Order of the Court delivered under Section 263(2) of the CA 01 and sanctioning the Scheme has been filed with the Registrar of Companies for registration, on the Effective Date.

The Shareholders of ABC Banking are advised that upon the Petition being presented, the Honourable Judge of the above Honourable Court may, in the exercise of his wide powers under sections 262 and 263 of the CA 01, sanction the Scheme.

On the Effective Date, the Scheme will be binding on all parties, including the Shareholders and creditors of ABC Banking. A request will be made to the Court for the Effective Date to be on 20 January 2025 and on that date, the Scheme will be binding on all parties, including the shareholders and creditors of ABC Banking.

Not later than 20 January 2025 (or such other date as will be determined following the Petition and Court Order sanctioning the Scheme), ABCB Holdings and ABC Banking shall proceed with the Share Exchange.

The Board of ABC Banking and ABCB Holdings may be authorised to do all such things and undertake to carry out all such acts as may be required to give effect to the Scheme.

The production of a copy of the Order sanctioning the Scheme to be issued after the presentation of the Petition as well as the public notices, with any modifications as the Court may deem fit, for all intents and purposes shall be evidence of this Scheme and a copy of the Order sanctioning of the Scheme will be filed with the Registrar of Companies for registration in accordance with section 263(2) of the CA 01.

## 4.6 Delisting of the ordinary shares of ABC Banking from the DEM

On the Effective Date, ABC Banking will become a wholly owned subsidiary of ABCB Holdings. The Bank will no longer meet the requirements to maintain its listing on the DEM.

Accordingly, upon the Scheme becoming effective, trading in the shares of ABC Banking will be suspended and the admission of the shares will be cancelled from the DEM on 20 January 2025.

The final dates will be communicated to the market as soon as they are finalised.

## 4.7 Listing of the shares of ABCB Holdings on the Official Market of the SEM

Concurrently with the Delisting, the issued ordinary shares of ABCB Holdings will be admitted to the Official Market of the SEM by way of an introduction pursuant to the Listing Rules of the SEM. A formal application for the Listing has been submitted for approval by the LEC in accordance with the requirements of the Listing Rules.

The present document accordingly also serves as Listing Particulars, and includes information given in compliance with the Listing Rules relating to ABCB Holdings and the proposed listing of its ordinary shares.

The LEC has, on 14 October 2024, given its approval to the application for Listing, conditional upon the Scheme being approved by Shareholders of ABC Banking at the Special Meeting and sanctioned by the Court. Dealings in the shares of ABCB Holdings are expected to commence on or about 21 January 2025.

The existing share certificates of ABC Banking will be cancelled and replaced by new share certificates of ABCB Holdings. Shareholders of ABC Banking are requested to refer to the timetable disclosed under Section 5 pertaining to the actions required on their side with respect to their shareholding in ABC Banking.

The price of the ABCB Holdings shares will be aligned to the closing price of ABC Banking shares prior to the date of their trading suspension.

### *The move to the Official Market of the SEM*

Over the years, the Bank has demonstrated remarkable resilience and achieved significant milestones accompanied by its listing on the DEM of the SEM. With the aim for sustained progress and overall growth of the Bank itself, the Board of ABC Banking is of the view that a transition to the Official Market of the SEM would be appropriate.

A listing on the Official Market will offer a higher level of visibility and credibility in the investor community and would also enhance the ability of the Company to raise capital through various new channels, including equity offerings, convertible bonds and debt issuance (as and when required). The offerings of the Company would be more attractive to institutional shareholders who often have mandates requiring them to invest in companies listed on the Official Market.

The Listing would also enhance the possibility of being included in prominent market indices accessible to entities listed on the Official Market. As per empirical evidence, a Company listed on the Official Market, or which migrates to the Official Market of the SEM generally witnesses an uplift in the valuation of the Company's shares due to increased investor confidence and demand. The valuation enhancement in the current case may lead to more liquidity in the shares of ABCB Holdings in the market and favourable trading prices for ABCB Holdings' shareholders.

The decision to admit the shares of ABCB Holdings on the Official List (as opposed to the DEM), is believed to be a strategic step that would reap long-term benefits to ABCB Holdings, its shareholders and ABC Banking as well as a fully owned subsidiary of a listed vehicle.

The Board of ABC Banking and ABCB Holdings have evaluated the decision to opt for a listing on the Official Market of the SEM, and are of the view that this strategy aligns with the growth objectives of the Company and the Bank, and will be in the best interests of the shareholders of ABCB Holdings. The Board of ABC Banking accordingly recommends the Shareholders of ABC Banking to vote in favour of the resolution approving the Scheme.

## 4. THE PROPOSED REORGANISATION (CONT'D)

### 4.8 The sale of ABCB Properties' shares by ABC Banking to ABCB Investments

Once the Scheme is sanctioned by the Court as expatiated above, ABC Banking will segregate its non-banking activities from its banking activities and re-allocate its non-banking activities from the books of ABC Banking to ABCB Investments. This is expected to happen on or around 21 January 2025, being after the Delisting of ABC Banking's shares, and Listing of ABCB Holdings' shares.

This phase shall involve the re-organisation of the Properties within the ABCB Group and will have no impact on the ultimate economic interests of its shareholders (refer to Section 7 pertaining to financial impact of the Scheme on ABC Banking and ABCB Holdings).

The sale of ABCB Properties will be approved under the Scheme, and will be achieved through the sale of the ordinary shares of ABCB Properties, which are wholly owned by ABC Banking, to ABCB Investments for a total deferred consideration of MUR 660,000,000.

Following the above sale, ABCB Properties will be a direct subsidiary of ABCB Investments, and ABC Banking will lease the necessary space to conduct its operations from ABCB Properties Ltd. The Board is of the view that this new arrangement will enable the Bank to optimize its capital usage more efficiently. Any receivables arising from the arrangement, will be managed through structured agreements with ABCB Investments, ensuring the Bank's interests are protected throughout the scheme.

ABC Banking will recognize right-of-use assets (ROUA) on its balance sheet valued for leasing the Properties, and corresponding lease liabilities (ROUL) in its books (refer to Section 7 pertaining to financial impact of the Scheme on ABC Banking and ABCB Holdings).

No material effect is expected at the consolidated level of ABCB Holdings post the Transaction. The Transaction is also not expected to accrue any major transaction costs.

The Transaction is subject to implementation of the above-mentioned Share Exchange and is not deemed to be considered to be a 'Related Party Transaction' under Chapter 13 of the Listing Rules.

It should be noted that there will be no impact in terms of land transfer tax and registration duty as the transfer of the shares of ABCB Properties will be construed as an inter-group transfer.

The respective Boards of ABC Banking and ABCB Holdings approved the proposed Transaction on 26 September 2024, and the resolution will be considered by the shareholders of ABC Banking at the Special Meeting.

## 5. TIMETABLE AND DOCUMENTS AVAILABLE FOR INSPECTION

### 5.1 PROPOSED TIMETABLE

	<b>Tentative Date</b>
Special Meeting of shareholders	5 November 2024
Petition presented to the Court	6 November 2024
Preliminary Court Order issued	11 November 2024 (at the Court's discretion)
Final Court Order issued	18 December 2024 (at the Court's discretion)
Last day to deposit share certificates of ABC Banking at the CDS for trading	26 December 2024
Last day of trading of ABC Banking shares	6 January 2025
Suspension of trading of ABC Banking shares	7 January 2025
Closure of books for Share Exchange under the Scheme	9 January 2025
Allotment of shares in ABCB Holdings to existing shareholders of ABC Banking	20 January 2025
Crediting of CDS accounts with shares in ABCB Holdings	20 January 2025
Despatch of allotment letters and new share certificates to shareholders	On or about 20 January 2025
Cancellation of the Admission of ABC Banking from the DEM (at market close)	20 January 2025
Admission of ABCB Holdings shares on the Official Market of the SEM & commencement of trading	21 January 2025

The above timetable is provisional and is subject to the timing of the Court Order. The above dates have been set on the basis that the Court approves the Effective Date to be on 20 January 2025. Should the Effective Date be before or later than 20 January 2025, shareholders and the public will be informed of any revision by way of a communiqué.

Shares of ABC Banking will be withdrawn from the DEM of the SEM as soon as possible following suspension of trading. Shareholders who hold shares in CDS account at the close of books will receive their corresponding number of shares in ABCB Holdings in dematerialised form and these will be directly credited to their CDS accounts.

## **5. TIMETABLE AND DOCUMENTS AVAILABLE FOR INSPECTION (CONT'D)**

### **5.1 PROPOSED TIMETABLE (CONT'D)**

Upon the allotment of shares in ABCB Holdings, ABC Banking share certificates will be cancelled in the register of shareholders and new share certificates will be issued to all shareholders who have not deposited their share certificates at the CDS on or before 26 December 2024 or any later date that may be subsequently communicated.

On the first day of listing and trading, at least 50,000 ordinary shares of ABCB Holdings will be available for trading.

Shares of ABC Banking shareholders, which are being subject to usufructs will be exchanged for shares in ABCB Holdings with similar usufructs.

### **5.2 DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the present Statement to Shareholders and the following documents will be available for inspection at WEAL House, Duke of Edinburgh Avenue, Place d'Armes, Port Louis, Mauritius during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays):

- Proposed Constitution of ABCB Holdings (note that no change has been made as compared to the existing constitution of ABC Banking); and
- Audited financial statements of ABC Banking for the last 3 financial years.

## **6. DESCRIPTION OF ABCB HOLDINGS AND ABC BANKING**

### **6.1 ABOUT ABCB HOLDINGS**

ABCB Holdings was incorporated on 21 August 2024 as a public company limited by shares with registration number C24212296 and currently regulated by the CA 01. Following the Re-organisation, ABCB Holdings' shares will be listed on the Official Market of the SEM, and it will become the holding company of ABC Banking and ABCB Investments.

Further information about the subsidiaries which will be wholly owned by ABCB Holdings have been described below.

#### **6.1.1 Share capital of ABCB Holdings**

As at the Last Practicable Date, the stated capital of ABCB Holdings stands at MUR 1, consisting of 1 ordinary share of no par value, which has been issued for the purpose of incorporating ABCB Holdings. The sole shareholder of the latter company is Prof. Donald Ah-Chuen, and the directors of the Company are as detailed under Section 8.3.

Subject to the Scheme being approved by shareholders and sanctioned by the Court, the board of ABCB Holdings will issue 76,271,872 new ordinary shares of no-par value to the shareholders of ABC Banking who are registered as shareholders as at the Closing Date, in exchange for their shares in ABC Banking, i.e. in a 1:1 ratio.

The new ordinary shares of ABCB Holdings will be issued either in certificated or dematerialized forms.

The 1 ordinary share held by Prof. Donald Ah-Chuen, as stated above, will be bought back and cancelled after the Share Exchange has been implemented. The repurchase and cancellation will form part of the Scheme and will be approved by the Court.

All the ABCB Holdings Shares to be issued in terms of these Listing Particulars will be of the same class and will rank pari passu with all other issued ordinary shares of the Company (if any).

In terms of Mauritian law, the Company does not have an authorised share capital and the stated capital of the Company is made up of the shares issued by the Company.

### **6.2 SUBSIDIARIES OF ABCB HOLDINGS**

#### **6.2.1 About ABCB Investments Ltd**

ABCB Investments was incorporated under the laws of the Republic of Mauritius on 05 September 2024 as a private company limited by shares with registration number C24212864. In terms of the Scheme, the ordinary shares of ABCB Properties will be transferred from ABC Banking to ABCB Investments. Any future activities of the company not directly related to banking will be managed under ABCB Investments.

## 6. DESCRIPTION OF ABCB HOLDINGS AND ABC BANKING (CONT'D)

### 6.2.2 About ABC Banking

Operating since 2010 as a full-fledged commercial bank, ABC Banking today stands as a stable, pro-active and optimistic bank and one of the star performers of the ABC Group of Companies, a well-diversified Mauritian conglomerate featuring among the Top 100 business organisations of Mauritius.

The Bank, known for its attractive broad palette of traditional and innovative products and services, and its excellent rapport with customers, has become a hallmark of quality and effectiveness in the highly competitive financial sector of Mauritius.

ABC Banking is organised around four main pillars: Retail & Corporate Banking, Private Banking, International Banking and Treasury. To run the business and successfully deliver its products & services, the Bank is equipped with a highly motivated and committed team of experienced professionals and competent staff members, led by a talented, innovative and supportive management, in turn guided by a wise and experienced, well informed, prudent and cohesive Board of Directors.

A major milestone was achieved in January 2016 when ABC Banking opened its shareholding to the public through a listing of its shares on the DEM.

In February 2017, ABC Banking achieved another step of its long-term expansion with the opening of its Representative Office in Hong Kong. This major achievement, seeking to connect Asia to Africa, is not only beneficial for the Bank but for the Mauritian banking sector at large. In fact, ABC Banking is the first Mauritian bank to have an office in China. Another office was set up in Dubai in April 2021 to tap into this thriving international financial centre.

### 6.2.3 Share capital of ABC Banking

As at the Last Practicable Date, ABC Banking's share capital amounted to MUR 940,495,472 comprising 76,271,872 ordinary shares with a par value of MUR 10 each (none of which are held as treasury). Following the Re-organisation, the issued share capital of ABC Banking will be wholly held by ABCB Holdings.

### 6.2.4 The Bonds issued by ABC Banking

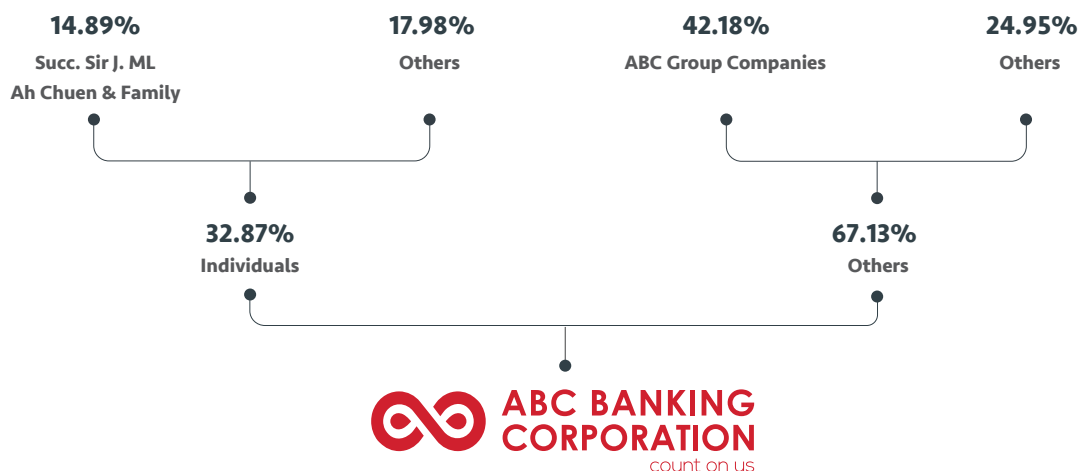
In March 2024, ABC Banking concluded a capital raise by way of a public offer, in terms of which unsecured fixed rate bonds and unsecured floating rate bonds were issued for an aggregate amount of MUR 500 million, with an oversubscription option of MUR 200 million. The Bonds were subsequently listed on the Official Market of the SEM on 3 April 2024.

The proceeds of the Bonds were added to the general funds of ABC Banking and utilized for general banking purposes.

Post the implementation of the Scheme and the consequential delisting of the ordinary shares of ABC Banking and listing of the ordinary shares of ABCB Holdings on the Official List of the SEM, the 'Terms and Conditions' of the Bonds will not alter, and the Bonds issued by ABC Banking shall remain listed.

### 6.2.5 Group Structure

The Bank forms part of the ABC Group of Companies and, as at the Last Practicable Date, its shareholding structure was as follows:



## 6.2.6 Largest shareholders of ABC Banking

The table below sets out ABC Banking's 10 largest shareholders as at the Last Practicable Date, i.e. prior to the Re-organisation.

NAME	NO. OF SHARES	% HOLDING
ABC Car Rental Limited	7,405,004	9.71
ABC Motors Company Limited	7,251,043	9.51
Chue Wing & Company Limited	7,208,576	9.45
Good Harvest Limited	4,112,599	5.39
Intake Limited	3,700,000	4.85
Everpro Mauritius Limited	3,539,824	4.64
Union Shipping Limited	3,383,372	4.44
Lai Chi Wai Kenneth	2,714,933	3.56
The MCB Ltd (A/C Maxcity Investments Ltd)	2,383,269	3.12
Fleetleader (Mauritius) Ltd	1,515,502	1.99
Other ordinary shareholders	33,057,750	43.34
<b>Total</b>	<b>76,271,872</b>	<b>100.00</b>

## 6.2.7 Remuneration and benefits in kind to directors of ABC Banking

In line with section 221(1)(e)(iii) of the CA 01, the remuneration received by each director for the financial years ended 2023 and 2024 individually are:

DIRECTORS	REMUNERATION (MUR)	
	2023	2024
Ah Foon Chui Yew Cheong	841,500	1,070,000
Prof. Donald Ah-Chuen	10,310,000	13,718,764
David Brian Ah-Chuen	7,401,000	10,756,178
Patrick Andrew Dean Ah-Chuen	383,500	366,000
Bhanu Pratabsingh Jaddoo	481,525	522,000
Michel Bruno Lalanne <sup>^</sup>	565,675	-
Lakshmana Lutchenaraidoo	659,175	822,000
André Tze Sek Sum Kwet-Tsong	575,025	624,000
Laura Yee Min Wong Sun Thiong	205,700	510,000
Max Danny Kim Shian Fon Sing	23,375	567,500
Sareeta Nunloll-Goundan	NIL	102,000
<b>TOTAL</b>	<b>21,446,325</b>	<b>29,058,442</b>

<sup>^</sup> On 01 January 2024, Michel Bruno Lalanne stepped down as a director to be appointed as Chief Operating Officer.

The estimated aggregate amount payable and benefits in kind to be granted to the directors of the ABC Banking by the Bank and subsidiaries of the Bank, for the current financial year, under the arrangements in force on the date on which the offer is first made is MUR 22,000,000.



## 6.2.8 Directors' Interests in ABC Banking

The Directors' interest in ABC Banking's share capital as at the Last Practicable Date was as follows:

DIRECTORS	DIRECT HOLDING	INDIRECT HOLDING
Ah-Chuen Brian	0.48%	0.04%
Ah-Chuen Donald	1.85%	3.57%
Ah-Chuen Patrick Andrew Dean	0.32%	1.04%
Chui Yew Cheong Ah Foon	Nil	Nil
Jaddoo Bhanu Pratabsingh	Nil	Nil
Lutchmenarraido Lakshmana	0.03%	Nil
Tze Sek Sum Kwet-Tsong André	Nil	Nil
Laura Yee Min Wong Sun Thiong	Nil	Nil
Max Danny Kim Shian Fon Sing	Nil	1.96%
Sareeta Nundloll-Goundan	Nil	Nil

<sup>^</sup> On 01 January 2024, Michel Bruno Lalanne stepped down as a director to be appointed as Chief Operating Officer.

## 6.3 RISK FACTORS

Upon the successful implementation of the Re-organisation, ABCB Holdings will hold the entire issued ordinary share capital of ABC Banking; ABC Banking will thereby no longer be listed on the DEM of the SEM. The issue and allotment of ABCB Holdings Shares to ABC Banking Shareholders will have no dilution effect, nor will it affect the net asset value per share (reference may be made to Section 7).

The Directors have taken all reasonable steps to ensure that the shares of ABCB Holdings are listed on the Official Market of the SEM as soon as practicable.

A number of factors may affect the result of operations, financial conditions and prospects of the Company. This section describes the risk factors which are considered to be material. However, these factors should not be regarded as a complete and comprehensive statement of all potential risks and uncertainties. Additional risks not presently known to the Board or that the Board currently considers to be immaterial may also adversely impact the Company's business operations. The business, growth prospects, financial condition and/or results of operations of the Company could be materially adversely affected by any of these risks. The trading price of the shares could decline due to the materialisation of any of these risks and investors could lose part or all of their investment.

Investing in and holding shares in the Company involves a number of risks. Prior to making an investment decision in respect of ABCB Holdings shares, prospective investors should carefully consider all the information set out in these Listing Particulars, including the following risk factors, and consult their professional advisors.

### 6.3.1 Risks associated with ABC Holdings

#### 6.3.1.1 Portfolio diversification risk and reliance on ABC Banking

The success of ABCB Holdings is significantly dependent upon the ability of ABC Banking, and ABCB Investments to perform sufficiently well.

Failure to maintain a well-diversified portfolio with a wide variety of assets, could result in a significant negative impact on shareholders' equity and the ability to pay dividends should the performance of ABC Banking be unsatisfactory (and not up to regulatory requirements).

This risk will be closely monitored by the Board of ABCB Holdings. The Managing Director of ABCB Holdings shall be a non-executive director of ABC Banking and shall have an overview of the performance of ABC Banking and shall report such performance to the Board of ABCB Holdings.

#### 6.3.1.2 Reputational Risks

Reputational risks related to doing business with high-risk individuals and entities are mitigated through strict policies and procedures in undertaking integrity due diligence. Due diligence will be done at the company level and the Company only invests with managers who employ the same/similar strict policies and procedures. The Company monitors on an ongoing basis any issues in the investments that may have an adverse effect on the reputation of the Company and its stakeholders.

### 6.3.1.3 Regulatory Risks

Legal or regulatory change may affect the Company and impose potential limits on the Company's flexibility in implementing its strategy. Any change to laws and regulations relating to the areas in which the Company operates may have an adverse effect on the Company. The levels of, and relief from, taxation may change, adversely affecting the financial prospects of the Company and/or the returns to shareholders. The Company is subject to the tax authorities within the jurisdictions it operates, and taxes and tax dispensations accorded to the Company may change over time. The nature and amount of tax payable is dependent on the availability of relief under tax treaties in a number of jurisdictions and is subject to changes to the tax laws or practice in any other tax jurisdiction affecting the Company. Any change in the terms of tax treaties or any changes in tax law, interpretation or practice could increase the amount of tax payable by the Company and could affect the value of the investments held by the Company or affect its ability to achieve its investment objective and alter the post-tax returns to shareholders.

The level of dividends the Company is able to pay could also be potentially adversely affected.

### 6.3.1.4 Corporate Governance Risk

Corporate governance risk occurs where founders, management, or even the government have a greater voice in the company than other shareholders. The Company also ensures that the governance of the private equity companies in which it invests is appropriately managed.

### 6.3.1.5 Stock Market Risk

The investments of and in the Company could decrease in value as a result of a decline in global stock markets.

### 6.3.1.6 Tax and Regulatory Risk

Any tax legislation and its interpretation, and the legal and regulatory regimes which apply in relation to an investment in the Company as well as the Investments may change during the life of the Company and the underlying investments.

Accounting practice may also change, which may affect, in particular, the manner in which the Investments are valued and/or the way in which income or capital gains are recognised.

## 6.3.2 Risks associated with ABC Banking

In the course of its business activities, ABC Banking is subject to a variety of risks including credit risks, operational risks, market risks and country risks. While ABC Banking believes that it has implemented the appropriate policies, systems and processes to control and mitigate these risks, based on information currently available to it, other risks which ABC Banking may not currently be able to anticipate may arise and these could adversely affect its financial condition, results of operations, prospects and reputation. The investments, business, profitability and results of operations of ABC Banking may be adversely affected as a result of the difficult conditions in ABC Banking's operating environment.

### 6.3.2.1 Political, social and economic risks in Mauritius and/or other countries

ABC Banking's operations are concentrated in Mauritius and its revenues derive from operations primarily in Mauritius. Operations in this market are subject to various risks that need to be assessed in comparison to jurisdictions elsewhere. These include political, social and economic risks specific to Mauritius, such as general economic volatility, recession, inflationary pressure, exchange rate risks and exchange controls, which could affect an investment in the Notes. General economic volatility could be influenced by global political events such as terrorist acts, war and other hostilities, as well as market specific events, such as shifts in consumer confidence and consumer spending, rates of unemployment, industrial output, labour or social unrest and political uncertainty. The existence of such factors may have an impact on Mauritius and the results of ABC Banking in ways that cannot be predicted. Income streams derived from foreign investments may be exposed to political, social and economic risks associated to these jurisdictions.

### 6.3.2.2 Credit risk

ABC Banking's business is subject to inherent risks regarding borrower credit quality and the recoverability of loans and amounts due from counterparties. Changes in the credit quality of ABC Banking's borrowers and counterparties or arising from systemic risk in the finance systems could reduce the value of ABC Banking's assets, and require increased provisions for bad and doubtful debts. In addition, given that ABC Banking provides loans to its customers on an unsecured basis, market turmoil, economic recession and increasing unemployment coupled with declining consumer spending could materially adversely affect the liquidity, business and/or financial conditions of ABC Banking's customers, which could in turn further increase ABC Banking's non-performing loans. ABC Banking has established credit quality management policies and actively monitors credit exposure on an on-going basis to mitigate such risks.

### 6.3.2.3 Liquidity risk

ABC Banking's ability to access funding sources on favourable economic terms is dependent on a variety of factors, including a number of factors outside its control, such as liquidity constraints applicable across the economy on a systemic basis, general market conditions and confidence in the Mauritius banking sector as a whole.

Although ABC Banking believes that its level of access to domestic and international interbank and capital markets and its liquidity risk management policy allows and will continue to allow ABC Banking to meet its short-term and long-term liquidity needs, any maturity mismatches may have a material adverse effect on its financial condition and results of operations. Furthermore, there can be no assurance that ABC Banking will be successful in obtaining additional sources of funds on acceptable terms or at all.

### 6.3.2.4 Operational risk

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events. This definition includes legal risk but excludes strategic and reputational risk. Operational risk exists in the normal course of business activity given that it is inherent in all banking products, activities, processes and systems. Although ABC Banking has implemented risk controls and loss mitigation strategies, and substantial resources are devoted to developing efficient procedures, it is not possible to eliminate all operational risks.

### 6.3.2.5 ABC Banking's risk management policies and procedures may not have identified or anticipated all potential risk exposures

ABC Banking has devoted significant resources to developing its risk management policies and procedures, particularly in connection with credit, liquidity and operational risks, and intends to continue to do so in the future. Nonetheless, its risk management techniques may not be fully effective in mitigating its risk exposure in all market environments or against all type of risks, including risks that are unidentified or unanticipated. Some of ABC Banking's methods of managing risks are based upon its use of observed historical market behaviour. As a result, these methods may not predict future risk exposures, which could be greater than historical measures indicated. Other risk management methods depend upon evaluation of information regarding the markets in which ABC Banking operates, its clients or other matters that are publicly available or otherwise accessible by ABC Banking. This information may not be accurate in all cases, complete, up-to-date or properly evaluated. Any failure arising out of ABC Banking's risk management techniques may have an adverse effect on its results of operations and financial condition.

### 6.3.2.6 ABC Banking may not be able to recruit, retain and motivate key personnel

ABC Banking's performance is dependent on the talents and efforts of key personnel, some of whom may have been employed by ABC Banking for a substantial period of time and have helped develop the business of ABC Banking. ABC Banking's continued ability to compete effectively and further develop its business also depends on its ability to attract new employees. The loss of key members of its Senior Management or the inability to attract and retain qualified professional staff generally may interfere with ABC Banking's business and could result in a material adverse effect on ABC Banking's business. In relation to the development and training of new staff, ABC Banking is reliant on the continued development of the educational sector in Mauritius, including access to facilities and educational programmes by its future employees. ABC Banking has a policy directed towards the attraction and retention of existing and new employees and equipping them with appropriate skills.

### 6.3.2.7 Country risk

Country risk arises when ABC Banking is unable to receive payments from customers as a result of political or economic events in a particular country. These events include political and social unrest, nationalisation and expropriation of assets, government repudiation of external indebtedness, foreign exchange controls and currency depreciation or devaluation, amongst others. While ABC Banking believes that it has adopted a sound management of country risk via the identification, measurement and proactive monitoring of country risk exposures against country risk limits, a deterioration in the political, social or macroeconomic environment in the home countries of ABC Banking's customers may adversely affect the business, financial condition and results of operations of ABC Banking.

### 6.3.2.8 Concentration risk

ABC Banking has exposure to concentration risk where its business activities focus particularly on a similar type of customer, product, sector or geographic location, including the Mauritian market. Any adverse changes affecting these business activities may have a negative impact on ABC Banking's loan and asset portfolio, and as a result, on its financial condition and results of its operations.

### 6.3.2.9 Increased competition may have an adverse effect

ABC Banking is subject to competition from other banks and non-banking financial institutions operating in Mauritius, including competitors that may have greater financial and other resources. Many of these banks and other financial institutions operating in ABC Banking's markets compete for substantially the same customers as ABC Banking. Competition may decrease ABC Banking's principal market and may have an adverse effect on its financial condition and results of operations.

### 6.3.2.10 Environmental, social and governance risks

Environmental, social and governance risks focus on the environmental, social and governance issues, which may impact ABC Banking's ability to successfully and sustainably implement its business strategy. Any failure to control these risks adequately or unexpected developments in the future economic environment could have an adverse effect on the financial condition and reputation of ABC Banking.

### 6.3.2.11 General Market Risk

The risk arising from a change in the market value of a portfolio of financial instruments caused by adverse movements in market variables such as equity, bond and commodity prices, currency exchange and interest rates, affecting the ability of counterparties in that country to meet their financial obligations.

### 6.3.2.12 Foreign exchange risk

ABC Banking is exposed to the risk that the exchange rate of the Mauritian Rupee relative to foreign currencies may change in a manner which has a material effect on the reported values of ABC Banking's assets and liabilities. ABC Banking undertakes certain transactions denominated in foreign currencies and hence, exposures to exchange rate fluctuations arise. It is mainly exposed to the United States Dollar (USD), Euro (EUR) and Great British Pound (GBP).

### 6.3.2.13 Funding risk

Funding risk refers to the risk that a bank does not have sufficiently stable and diverse sources of funding, or the funding structure is inefficient. ABC Banking reviews and assesses the management of funding while considering the diversification, cost and robustness of funding sources, the funding needs, funding structure, and the impact of structural investments.

### 6.3.2.14 Liquidity risk

Liquidity risk is the potential loss to a bank arising from either its inability to meet its obligations when they fall due or to fund increases in assets without incurring unacceptable cost or losses. Large unexpected outflows resulting from customer withdrawals and unplanned loan drawdowns may impact on the balance sheet and entail an inability to fulfill lending obligations and a failure to meet liquidity regulatory requirements. ABC Banking manages its liquidity risk in accordance with the Guideline on Liquidity Risk Management issued by the BoM and within the risk appetite and tolerance for liquidity risk of ABC Banking.

### 6.3.2.15 Strategic and business risk

The risk to current or prospective earnings arising from inappropriate business decisions or inadequate future business strategies in relation to the operating environment. The risk is, usually, caused by inflexible cost structures, changes in the business environment, Government or international regulatory decisions, client's behaviour, technological change, and Issuer-specific factors such as poor choice of strategy.

### 6.3.2.16 Reputational risk

The risk of loss resulting from reputational damage to the ABCB Group's image caused by a negative media coverage, compliance failures, litigation or underperformance. Such damage may result in a breakdown of trust, confidence and business relationships, which may impair the ABCB Group's ability to retain and generate business. This may also result in withdrawals of customers' deposits.

### 6.3.2.17 Interest rate risk

Interest rate risk arises when there is a mismatch between positions, which are subject to interest rate adjustment within a specified period. ABC Banking manages this risk by conducting repricing gap analysis for individual currencies. The treasury department tracks and reviews the gap analysis to recommend strategies for reduction in the repricing mismatches and manages the interest rate risk.

### 6.3.2.18 Other price risks

ABC Banking is exposed to price risks arising from investments in locally and internationally quoted securities for trading and non-trading purposes.

### 6.3.2.19 ABC Banking's operations may be adversely affected by litigation

ABC Banking, in its normal course of business, may be subject to litigation, claims from tax authorities or claims arising from the conduct of its business. The occurrence of potential proceedings, or other claims leading to a substantial legal liability could have a material adverse effect on ABC Banking's business, results, operations, reputation and financial condition.

ABC Banking endeavours to act within the laws of Mauritius and thus whilst litigation may arise in the conduct of its business, none would have a material impact on the business.

### 6.3.2.20 If ABC Banking is unable to attract new consumers and retain and grow its relationships with its existing consumers, its business, results of operations, financial condition, and future prospects would be materially and adversely affected.

ABC Banking's success depends on its ability to increase transaction volume from existing consumers and to attract new consumers. ABC Banking generates revenue, inter alia, when consumers borrow money from ABC Banking. ABC Banking's ability to retain and grow its relationships with consumers depends on the willingness of consumers to use ABC Banking's products. The attractiveness of ABC Banking's products to consumers depends on, among other things: the number and variety of products; ABC Banking's brand and reputation; consumer experience and satisfaction; consumer trust and perception of ABC Banking's solutions; technological innovation; and services and products offered by competitors. If ABC Banking fails to retain its relationship with existing consumers, if ABC Banking does not attract new consumers to its products, or if ABC Banking does not continually expand volume from consumers, ABC Banking's business, results of operations, financial condition, and prospects would be materially and adversely affected.

### 6.3.2.21 If ABC Banking fails to maintain a consistently high level of consumer satisfaction and trust in its brand, its business, results of operations, financial condition, and future prospects would be materially and adversely affected.

If consumers do not trust ABC Banking's brand or have a positive experience, they will not avail of or continue to use ABC Banking's products. ABC Banking has invested heavily in technology to provide a positive experience. If ABC Banking is unable to maintain a consistently high level of positive consumer experience, ABC Banking will lose existing consumers. In addition, its ability to attract new consumers is highly dependent on its reputation and on positive recommendations from its existing consumers. Any failure to maintain a consistently high level of consumer service, or a market perception that ABC Banking does not maintain high-quality consumer service, would adversely affect ABC Banking's reputation and the number of positive consumer referrals that ABC Banking receives. As a result, ABC Banking's business, results of operations, financial condition, and future prospects would be materially and adversely affected.

### 6.3.2.22 Changes in market interest rates could have an adverse effect on ABC Banking's business.

Increased interest rates may adversely impact the ability and willingness of customers to avail themselves of banking facilities. Higher interest rates often lead to higher payment obligations, which may reduce the ability of consumers to remain current on their obligations and, therefore, lead to increased delinquencies, defaults, consumer bankruptcies and charge-offs, and decreasing recoveries, all of which could have an adverse effect on ABC Banking's business. Certain of ABC Banking's funding arrangements bear a variable interest rate and some funding arrangements bear a fixed interest rate.

These loans are used to finance ABC Banking's asset book which contains exposure to both fixed and floating interest rates. Changes in the benchmark rate by the BoM can therefore affect the interest margin earned in these funding arrangements potentially reducing the income earned by ABC Banking.

Dramatic increases in interest rates may make some forms of funding nonviable. In addition, certain of ABC Banking's loan agreements are repriced on a recurring basis using a mechanism tied to interest rates. ABC Banking's approach to treasury management aims to limit exposure to broad changes in prevailing interest rates but will not eliminate all interest rate risk.

### 6.3.2.23 ABC Banking's revenue is impacted, to a significant extent, by the general economy.

ABC Banking's business and the banking industry are sensitive to macroeconomic conditions. Economic factors such as interest rates, changes in monetary and related policies, market volatility, consumer confidence, and unemployment rates are among the most significant factors that impact consumer spending behaviour. Weak economic conditions or a significant deterioration in economic conditions reduce the amount of disposable income consumers have, which in turn reduces consumer spending and the willingness of qualified consumers to avail themselves of banking facilities. Such conditions are also likely to affect the ability and willingness of consumers to pay amounts owed under the loans due to ABC Banking, each of which would have an adverse effect on ABC Banking's business, results of operations, financial condition, and future prospects.

In addition, the COVID-19 pandemic has had, and continues to have, a significant impact on the national economy and the communities in which ABC Banking operates. While the pandemic's effect on the macroeconomic environment has yet to be fully determined and could continue for months or years, any prolonged economic downturn with sustained high unemployment rates would lead to decreased retail consumption and may materially decrease the volume of lending by ABC Banking or increase defaults and delinquencies. Such effects, if they continue for a prolonged period, would have a material adverse effect on ABC Banking's business, results of operations, financial condition, and future prospects.

## 7. FINANCIAL SUMMARY AND ANALYSIS

### 7.1 ABC BANKING

The audited consolidated financial statements of ABC Banking for the financial years ended 30 June 2022, 2023 and 2024 are set out in Annex 2. The audit for the financial years ended 30 June 2022 and 30 June 2023 were conducted by Ernst & Young, and while KPMG conducted the audit for the financial year ended 30 June 2024.

The preparation of these financial information falls under the responsibility of the Board of ABC Banking.

### 7.2 PRO-FORMA FINANCIALS OF ABC BANKING AND ABCB HOLDINGS

All financial figures included under this section have been approved by the management of ABC Banking and are disclosed with the approval of the Boards of ABC Banking and ABCB Holdings.

The tables below set out the summarised statement of financial position for ABC Banking pre and post the Scheme and the financial position of ABCB Holdings, on a consolidated basis, post the proposed Re-organisation.

The financial impact has been assessed as at 30 June 2024.

Balance Sheet	ABC Banking		ABCB Holdings
	Pre-Scheme	Post Scheme	Post Scheme
<i>All figures in MUR</i>	30-Jun-24	30-Jun-24	30-Jun-24
<b>ASSETS</b>			
Non-Current Assets			
Investment Properties	-	-	660,000,000
L&B to be transferred	474,783,479	-	-
Investment in Subsidiary	-	660,000,000	-
ROUA - L&B	-	297,807,743	-
Other NCA	6,788,158,428	6,788,158,428	6,788,158,428
<b>Current Assets</b>	19,129,776,412	19,129,776,412	19,129,776,412
<b>Total Assets</b>	<b>26,392,718,319</b>	<b>26,875,742,583</b>	<b>26,577,934,840</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
<b>Share Capital</b>	940,495,472	940,495,472	940,495,472
<b>Retained earnings</b>	1,535,673,798	1,720,890,319	1,720,890,319
<b>Total Equity</b>	<b>2,476,169,270</b>	<b>2,661,385,791</b>	<b>2,661,385,791</b>
<b>Liabilities</b>			
<b>ROUL - L&amp;B</b>	-	297,807,743	-
<b>Other Liabilities</b>	23,916,549,049	23,916,549,049	23,916,549,049
<b>Total Liabilities</b>	<b>23,916,549,049</b>	<b>24,214,356,792</b>	<b>23,916,549,049</b>
<b>Total Equity and Liabilities</b>	<b>26,392,718,319</b>	<b>26,875,742,583</b>	<b>26,577,934,840</b>

## 7. FINANCIAL SUMMARY AND ANALYSIS (Cont'd)

### 7.3 IMPACT ON THE FINANCIAL PERFORMANCE AND OUTLOOK FOR ABC BANKING POST THE RE-ORGANISATION

The financial statement hereunder represents the summarized income statement for ABC Banking on a standalone basis as at 30 June 2024 (before the Re-organisation) and after the intended Scheme and transfer of Properties to ABCB Properties.

Income Statement	ABC Banking 30 June 2024	
	Pre Scheme	Post Scheme
<i>All figures in MUR</i>		
Net interest income	677,222,440	677,222,440
Net fee and commission income	65,746,053	65,746,053
Other income	106,620,893	106,620,893
<b>Operating income</b>	<b>849,589,386</b>	<b>849,589,386</b>
ROU interest expense	-	(17,272,849)
ROU Depreciation	-	(29,780,774)
Other non-interest expenses	(510,828,571)	(498,702,632)
<b>Operating profit before impairment</b>	<b>338,760,815</b>	<b>303,833,131</b>
Allowance for credit impairment	(40,619,484)	(40,619,484)
<b>Operating profit before tax</b>	<b>298,141,331</b>	<b>263,213,647</b>
Income tax expense	(40,468,556)	(35,727,607)
<b>Profit for the period</b>	<b>257,672,775</b>	<b>227,486,040</b>

*\*The financial impact on the Income Statement has been assessed as at 30 June 2024.*

It is to be noted that post the Scheme, the impact of the Bank's Income Statement will be as follows:

- The depreciation on buildings of MUR 12,125,939 for the period ended 30 June 2024, has been excluded in the Income Statement of the Bank, post scheme.
- The Rights of Use ("ROU") interest expense of MUR 17,272,849 and ROU depreciation of MUR 29,780,774 have been included in the post scheme Income Statement of the Bank.
- The above 2 points are expected to increase total costs by MUR 47,053,623, leading to a decrease in profit before tax from MUR 298,141,331 to MUR 263,213,647. It is however noted that this decrease is counterbalanced at holding level.
- Using the pre scheme effective tax rate of 13.57%, the income tax expense post scheme has been adjusted accordingly, resulting to a net profit of MUR 227,486,040.

## 7. FINANCIAL SUMMARY AND ANALYSIS (Cont'd)

### 7.3 IMPACT ON THE FINANCIAL PERFORMANCE AND OUTLOOK FOR ABC BANKING POST THE RE-ORGANISATION (CONT'D)

The table below sets out a summary of ratios for ABC Banking (on a standalone basis) as at 30 June 2024, and the pro-forma figures of ABCB Holdings Ltd post the Scheme, on a consolidated basis.

Ratios	ABC Banking		ABCB Holdings Ltd
	Pre Scheme	Post Scheme	Post Scheme
	30 June 2024	30 June 2024	30 June 2024
<b>CAPITAL ADEQUACY RATIOS</b>			
CET1 Capital Ratio	13.8%	14.5%	N/A
Tier 1 Capital Ratio	13.8%	14.5%	N/A
Total Capital Ratio	18.8%	19.3%	N/A
	30-Jun-2024	30-Jun-2024	30-Jun-2024
<b>PERFORMANCE RATIOS</b>			
Cost to income Ratio	60.1%	64.2%	N/A
<b>INVESTOR RATIOS</b>			
NAVPS	32.47	-	<b>34.89</b>
EPS	3.38	-	<b>3.52</b>

At the level of ABC Banking, the Capital Adequacy Ratio is expected to increase from 18.8% to 19.3%, based on the dual impact of the following:

- Adjustments of MUR 185,216,521 which represents the realised gain on sale of property from the ABC Banking to ABCB Properties, increasing retained earnings to positively impact the CET1 capital.
- The ROUA as well as the net effect of the transfer of land & buildings and recognition of Investment in Subsidiary which increased the RWA by MUR 297,807,743 and MUR 185,216,521, respectively.

Cost-to-Income Ratio is expected to increase from 60.1% to 64.2% as a result of the ROU interest expense and ROU depreciation.

**At the ABCB Holdings level, on a consolidated basis:**

- The NAVPS shall increase from MUR 32.47 to MUR 34.89, after the recognition of the realised gain; and
- Considering the results for the year ended 30 June 2024, the **EPS** is estimated at MUR 3.52.

Given that the Scheme involves the creation of ABCB Properties and ABCB Investments, there will be additional costs associated with the running of these new entities as well as filing obligations vis a vis Regulators. There will also be corporate costs associated to ABCB Holdings.

## 8. GOVERNANCE

### 8.1 GOVERNANCE OVERVIEW

The Board of ABC Banking has set up a governance framework which it deems appropriate to help the organisation achieve its business and strategic objectives and social roles. The governance framework consists of a set of parameters, systems and controls to oversee the efficient and ethical conduct of the Bank's operations by management and staff, while ensuring compliance with the legal and regulatory requirements.

The Directors of ABC Banking continuously review the implications of corporate governance best practices and affirm that the Bank materially complies with the provisions of the National Code of Corporate Governance and Bank of Mauritius Guideline on Corporate Governance.

In the same stride, ABCB Holdings, which has been incorporated to act as the listed holding company of ABC Banking, will ensure that its Board is adequately constituted to adhere to the best corporate governance practices.



## **8. GOVERNANCE (CONT'D)**

### **8.2 ABC BANKING**

#### **8.2.1 Directors' profile**

##### **MRS AH FOON CHUI YEW CHEONG – INDEPENDENT DIRECTOR AND CHAIRPERSON**

Mrs. Ah Foon Chui Yew Cheong retired as Judge of the Supreme Court of Mauritius in 2017. Her career in the legal and judicial service spanned over 40 years, including the holding of the office of Director of Public Prosecutions from 1999 to 2003 and presiding over the newly set up Mediation Division of the Supreme Court from 2010 to 2014. In her capacity as Chair of the Board of the Institute for Judicial and Legal Studies since its inception in 2011 up to February 2021, she devised and initiated many courses and workshops for the legal profession and judiciary. In October and November 2022, at the request of the Judiciary, she gave presentations to judicial officers on Judgement writing and Ethics. As president of the local branch of the Association Henri Capitant, she contributes regularly to the online publication of #AHCualités of the Association, which gives highlights of the current legislative texts and judicial decisions in the 40 member countries. Mrs. Ah Foon Chui Yew Cheong is a member of the Wildlife Justice Commission (WJC) Council. From 2017 until June 2024, she served as the Chairperson of the Board of SOS Children's Villages (Mauritius), an organisation that provide family-type care to children who have lost or were at risk of losing parental care. Her extensive legal and judicial knowledge and experience, along with her strong leadership skills and values, set her as the perfect profile to act as the Independent Chairperson of the Bank's Board of Directors.

##### **MR DAVID BRIAN AH-CHUEN – MANAGING DIRECTOR**

Currently the Bank's Executive Director, Mr. Brian Ah-Chuen holds a BBA Honours from Schulich School of Business, York University, Toronto, Canada.

During his tenure as Strategic Business Executive, he was in charge of the overall strategy of the Bank and reckoned, as previous achievements, the opening of the ABC Banking Representative Office in Hong Kong, the setting up of the Private Banking arm and the opening of the Private Banking Lounge.

He is also Director of two other listed entities namely MUA Ltd and ABC Motors Company Ltd. He previously held senior positions in various organisations of the ABC Group of Companies in the Automobile, FMCG and Hospitality clusters.

Mr. Brian is a Board member of Business Mauritius' Africa Strategy Committee and is also a fellow member of the Mauritius Institute of Directors (MIOD). Mr. Brian has recently been appointed Deputy Chairman of the Mauritius Bankers Association.

##### **PROFESSOR DONALD AH-CHUEN, G.O.S.K. – EXECUTIVE DIRECTOR**

Professor Donald Ah-Chuen holds an M.B.A (University of Strathclyde, UK). He is a Fellow of the Institute of Chartered Accountants in England & Wales and a Fellow of the Institute of Chartered Accountants of Australia and holds an M.C.I.P.D (Chartered Institute of Personnel & Development, UK).

Professor Donald's long career started with his appointment as the first Chief Internal Auditor of the Central Electricity Board of Mauritius followed by his promotion three years later to the position of Secretary and Head of Administration of the same organization. His hard work, administrative skills and initiatives, especially in bringing stability in the company's state of Industrial Relations and securing a durable long-term Wages and Employment Conditions Agreement with the Workers' Union, were greatly appreciated by the Board which then granted him a scholarship to undertake post-graduate studies in Management in the UK. He obtained the MBA Degree in July 1968 and joined the University of Mauritius two years later to head the Centre of Professional Studies and in 1975, he became the first Mauritian to be appointed Professor of Management and Head of the School of Administration of the University. He subsequently served as Pro-Vice Chancellor of the University before he decided to move to Australia.

Professor Donald worked for a period of 12 years in Sydney in important professional roles in both Academia & Industry, becoming the CEO of Graham Group of Companies and finishing with distinction as Chairman of the Association of Steel Galvanizing Enterprises of Australia. He returned to Mauritius in 1995 to contribute in the consolidation, diversification and further development of the ABC Group of Companies.

Professor Donald is a director of the Stock Exchange of Mauritius Ltd (SEM) and was its Chairman for the year 2018. He is also a director of ABC MOTORS COMPANY LIMITED and P.O.L.I.C.Y Limited, listed on the DEM and SEM respectively. He is a former Board Director of the Development Bank of Mauritius and the Bank of Mauritius, and former Chairman of the Standard Bank (Mauritius) Ltd of South Africa. His other previous responsibilities include the Presidency of the Mauritius Chamber of Commerce and Industry, the Chinese Chamber of Commerce, the Mauritian Institute of Management and the Association of Accountants of Mauritius, the Chairmanship of the Tertiary Education Commission of Mauritius, and that of the Mauritius Broadcasting Corporation.

Professor Donald was called by the Authorities to serve as a member of the Commission of Inquiry on Education, the Committee of Inquiry on the Amcol Project of Domaine Les Pailles, and as Chairman of the Committee of Inquiry on the Industrial Disputes in the Public Hospitals Service. Prior to his appointment as Managing Director of ABC Banking Corporation Ltd in January 2012, Professor Donald was the founding Chairman of the Bank which was originally set up by him as the ABC Finance & Leasing Company before its subsequent establishment 13 years later as a fully-fledged commercial bank.

Finally, in 2009 he was conferred by Government the distinction of G.O.S.K (Grand Officer of the Order of the Star and Key of the Indian Ocean) in recognition of his valuable contributions to Commerce and Industry, Banking & Financial Services, and Tertiary Education.

#### **MR PATRICK ANDREW DEAN AH-CHUEN – NON-EXECUTIVE DIRECTOR**

Mr. Patrick Andrew Dean Ah-Chuen holds a BA degree in Computer Science, from the University of Sydney (Australia) and holds an MBA in International Business from the University of Western Sydney.

Mr. Dean Ah-Chuen worked for Westpac Banking Corporation (Australia) in the IT Division and for Clinton's Toyota before returning to Mauritius in 1994 where he joined ABC MOTORS COMPANY LIMITED as Business Development Manager. As at date, he is the Managing Director of ABC MOTORS COMPANY LIMITED, now listed on DEM with overall responsibility for the Automobile Cluster, and also Managing Director of the Shipping & Logistics, Property and Insurance clusters of the ABC Group of Companies.

He is currently an independent director on the Board of Harel Mallac & Co Ltd, a Board member of Lovebridge Ltd (a joint private / public project to assist low-income families, and a Benefactor of the Court of the University of Mauritius since May 2019. Previously, he was a director of the Mauritius Post & Co-operative Bank Ltd.

Mr. Dean Ah Chuen's experience and business acumen brings an entrepreneurial perspective to boardroom discussions.

#### **MR BHANU PRATABSINGH JADDOO – INDEPENDENT DIRECTOR**

Mr. Bhanu Pratabsingh Jadoo is a Fellow Member of the Institute of Chartered Accountants in England and Wales, and a Corporate Finance and Advisory specialist focusing on investment management and corporate development.

During his career, Mr. Jadoo has held important executive roles and directorship in entities of the De Chazal Du Mée Group and was the Chief Financial Officer and Director of Titanium Resource Group Ltd, a mining company listed on the London Stock Exchange. He also held the position of Managing Director of the Board of Investment between 2005 and 2010 and was the Secretary General of the Mauritius Chamber of Commerce and Industry (MCCI). He currently sits as an Independent Director on a number of Private Equity Funds and international boards, with a focus on risk management, governance and sustainability.

#### **MR LAKSHMANA LUTCHMENARRAIDOO – INDEPENDENT DIRECTOR**

Mr. Lakshmana (Kris) Lutchmenarraidoo holds a Banking Diploma from Finafrica Institute. He has worked for the State Bank of Mauritius between 1973 and 1986, during which period he occupied various managerial positions, including the position of Assistant General Manager during his last four years there. He then participated to the set up the Mauritius Leasing Company as General Manager before being later appointed as Managing Director in 1997 and promoted as President of the Financial Services arm of the British American Group in 1999.

In 2002, Mr. Lutchmenarraidoo was appointed as the Executive Chairman of The Mauritius Post Ltd and he was subsequently appointed as Chief Executive Officer of the Mauritius Post and Cooperative Bank Ltd, which he set up in May 2003. He thereafter took assignments as General Manager of Mauritours Ltd in December 2005, and La Prudence (Mauricienne) Assurances Ltée as General Manager of the General Insurance Department in August 2007. He was appointed Group Chief Executive Officer of The Mauritius Union Assurance Cy. Ltd on 1 January 2011 and held this position till 31 December 2014. He was then appointed Group Managing Director of Phoenix East Africa Assurance Company Limited till June 2016, and Chief Executive Officer of La Prudence Leasing & Finance Co Ltd from 1 September 2016 to 14 January 2017.

Prior to joining the Bank, he was the Chief Executive Officer of SBM (NBFC) Holdings Limited from 15 January 2017 to 30 June 2020. Mr. Lutchmenarraidoo was also an Independent Director and Chairman of the Board of Kwale International Sugar Company Limited, a company based in Kwale County, Kenya from January 2019 to December 2023.

#### **MR ANDRÉ KWET-TSONG TZE SEK SUM – INDEPENDENT DIRECTOR**

Mr. Tze Sek Sum is a seasoned professional with nearly 50 years' experience in the fields of Accountancy, Auditing and Financial Services. With a vast experience in finance, commerce and banking, and having played an important role in the setting up of new companies in the Export Processing Zone and substitution industries, as well as helped clients develop their links internationally through India and Africa. Mr. Tze Sek Sum is also an advisor to businesses and interested parties on key aspects of business operations, management strategies and organisation.

A holder of several memberships in Professional Societies, Mr. Tze Sek Sum is a Barrister at Law - Member of the Honourable Society of the Middle Temple Inns of Court, London, a Fellow of the Association of Chartered Certified Accountants, UK, a Member of the Chartered Institute of Taxation, England, a Member of Society of Trust and Estate Practitioners, and a Member of the Mauritius Institute of Professional Accountants.

Presently, Mr. Tze Sek Sum is the Managing Director of Port Louis Management Services Ltd (PMSL) and the Honorary Consul General of Thailand in Mauritius.

### **MRS LAURA YEE MIN WONG SUN THIONG (YEUNG SIK YUEN) – INDEPENDENT DIRECTOR**

Mrs. Laura Yee Min Wong Sun Thiong is a Fellow Member of the Institute of Chartered Accountants in England and Wales (FCA) and holds a BSc (Hons) Business Studies from City University, London, United Kingdom. She trained and qualified as a Chartered Accountant and spent six years with KPMG in London before coming back to Mauritius and joining Deloitte.

She has more than 35 years of audit and advisory experience which includes 25 years as partner of Deloitte Mauritius. She was the lead client partner of some of the top listed companies and multinationals in Mauritius and has experience working with clients in a wide variety of sectors. During her career, she has held a number of leadership positions within the firm, including the roles of Talent Partner, Learning Partner, Director of Independence, and Ethics Leader.

She served as Audit Leader, responsible for managing and leading the audit function with 6 audit partners and more than 200 professionals until her retirement in July 2022.

Mrs. Yeung Sik Yuen is a seasoned executive with extensive knowledge in auditing, financial reporting and internal controls and she has extensive experience working with boards and audit committees of listed and non-listed companies. She now brings these skill sets to the benefit of the Board of ABC Banking Corporation Ltd.

### **MR MAX DANNY KIM SHIAN FON SING – INDEPENDENT DIRECTOR**

Mr. Max Danny Kim Shian Fon Sing holds a BA Management Sciences from the London School of Economics and Political Science. He is qualified as Chartered Accountant from the Institute of Chartered Accountants in England since 1993.

Mr. Fon Sing is the CEO of MaxCity Group since 1994 and has more than 25 years of experience in Property Development and Property Funds, Real Estate Finance and Smart City development.

Throughout his career, he has assumed several directorship positions and played an active role in setting up MaxCity Property Fund, which has over Rs 7 billion of property assets under management.

Mr. Danny Fon Sing's experience and continuous self-driven pursuit of knowledge brings a fresh perspective to boardroom discussions.

### **MS SAREETA NUNDLOLL-GOUNDAN – INDEPENDENT DIRECTOR**

Ms. Sareeta Nundloll-Goundan is an experienced and seasoned IT Professional with a demonstrated history of working at Senior Management level, with over 20 years of experience in a complex IT environment, out of which 10 years spent at Senior Management level, driving & implementing IT Strategic initiatives. She is a fellow of the Chartered Management Institute and member of Project Management Institute. She is also the President of the Project Management Institute, Chapter of Mauritius. She holds an MBA in Business Administration from the University of Sunderland, UK, an MSC in Project Management from the University of Salford, Manchester, UK, a Post Graduate Diploma in Business Studies from Edexcel, UK and a Graduate Diploma in Computer Science, UK.

As Founder and Director of SSL Consulting Services Ltd since January 2018, she has directed strategic initiatives in senior IT management. Prior to this, she served as General Manager for Information Technology at IBL Group of Companies from January 2010 to September 2017, overseeing comprehensive IT operations and Strategies. Preceding this role, she held the positions of Manager and Senior Manager Information Technology at Ireland Blyth Limited from January 2005 to December 2009. With over two decades of experience in Senior Management roles within the IT sector, she brings a wealth of expertise in driving and executing strategic initiatives across diverse industries such as Commerce, Manufacturing, Finance, and Healthcare. She has designed and implemented key initiatives, systems and technological solutions such as ERPs, Manufacturing System, Warehousing solutions, Supply Chain, Treasury Management, Leasing & Deposit Management, Infrastructure projects, Information Security, ISO 27001, Business Continuity Planning, Human Capital Management, Mobile solutions, etc.

Her leadership further extends to overseeing multiple projects simultaneously, ensuring operational efficiency and successful outcomes that exceed stakeholder expectations. With her extensive experience and profound expertise, she is well-equipped to serve as a Director on the Board of ABC BANKING CORPORATION LTD, bringing invaluable insights and leadership to thrive in today's dynamic business environment.

## **8.2.2 Chief Operating Officer**

Mr. Bruno Lalanne joined ABC Banking as Chief Operating Officer in January 2024, bringing with him more than 30 years of experience in the banking sector. He has an in-depth knowledge of Compliance (including AML/CFT) procedures, models and operations which he acquired during his extensive career at HSBC Mauritius. He held various positions including roles as Head of Corporate Banking, Chief Operating Officer, Area Compliance Officer and Head of Financial Crime Compliance & Regulatory Compliance. Mr. Lalanne has also spent 2 years in the Asia Pacific region as Senior Regulatory Compliance Assurance Manager in HSBC, Hong Kong, and Head of Regulatory Compliance in HSBC, Macau from 2018 to 2019.

He is a Certified Anti-Money Laundering Specialist with proven track record of designing and implementing risk management strategies.

## 8.2.3 Company Secretary

Mr. Mahesh Ittoo, the Company Secretary, is responsible for the management of corporate secretarial and governance affairs in-house.

Mr. Ittoo holds a BA (Hons) Law and Management from the University of Mauritius and a Masters in Banking and Financial Law from the University of London, UK. He is also an Associate of the Chartered Governance Institute (ex-ICSA) and a Member of the Chartered Institute for Securities and Investment.

Mr. Ittoo has more than 13 years' experience in the corporate administration and governance field and was working in the Global Business Industry prior to joining the ABC Group of Companies in 2016. He has represented ABC Professional & Secretarial Services between 2016 and 2020, prior to his appointment as Company Secretary of ABC Banking Corporation Ltd on 1 September 2020.

The Company Secretary is responsible for the organisation of Board and Committee meetings and acts as a bridge between executive management and non-executive board members. The Company Secretary also oversees all governance matters at the Bank, acting as the link between the Bank and its shareholders.

Mr Ittoo has more than 13 years' experience in the corporate administration and governance field and was working in the Global Business Industry prior to joining the ABC Group of Companies in 2016. He has represented ABC Professional & Corporate Secretarial Services between 2016 and 2020, prior to his appointment as Company Secretary of ABC Banking Corporation Ltd on 1 September 2020.

The Company Secretary is responsible for the organisation of Board and Committee meetings and acts as a bridge between executive management and non-executive board members. The Company Secretary also oversees all governance matters at the bank, acting as the link between the bank and its shareholders.

## 8.2.4 Management of ABC Banking

The day-to-day management and operation of the Bank's business has been delegated to the Senior Management Team. Post the Re-organisation, the Senior Management Team will remain as is.

The Senior Management Team comprises the Managing Director, the Executive Director and the Chief Operations Officer. The departmental heads and managers are tasked to implement the strategies and policies approved by the Board, and ensure that same are communicated to all relevant staff. They are also responsible for the design and monitoring of the internal control systems, ensuring there exists an adequate segregation of duties, with prevalence of dual control in all areas, where required.

The Senior Management Team ensures the Board is regularly provided with timely, relevant and complete information on the Bank's affairs, enabling it to periodically review the Bank's performance and making appropriate decisions for its future course of action and development.

### 8.2.4.1 Profile of Management Team

Senior Management	
Mr David Brian Ah-Chuen^	Managing Director
Professor Donald Ah-Chuen	Executive Director
Mr Bruno Michel Lalanne	Chief Operations Officer
Management Team	
Mr Patrick Andrew Leong Son	Finance
Mr Abdool Wahab Khadaroo	Risk
Mr Deenesh Ghurburrun	Compliance
Mrs M. A. Christine K.L. Ng Cheong Hin	Internal Audit
Mrs Ounishka Seesurun Domur	International Banking
Mr Ashees Maunick	Private Banking
Mr Abdullah Nurmahomed	Treasury
Mrs Natasha Jade Wong Chung Ki	Corporate Banking & SME
Mrs Laura Li Shen Pin	Debt and Credit Administration
Mr Mahesh Ittoo	Legal and Governance

**^Prof. Donald Ah-Chuen stepped down as Managing Director of ABC Banking on 1 July 2024 in view of his future responsibilities in ABCB Holdings and ABCB Investments and Mr. Brian Ah-Chuen was appointed as Managing Director of ABC Banking in line with the Board approved succession plan.**

## 8.2.5 Contracts with directors of ABC Banking

No contracts (not being entered into in the ordinary course of business) have been entered into by any member of the ABCB Group within the two (2) years immediately preceding the date of publication of this Statement, and are, or may be, material, and contain provisions under which the Issuer has an obligation or entitlement which is, or may be, material to the ability of the Issuer to meet its obligations in respect of the Notes issued. There are no arrangements whereby any of the directors have or have agreed to waive future emoluments and there are no arrangements for the waiver of emoluments during the past financial year.

## 8.3 ABCB HOLDINGS LIMITED

### 8.3.1 Board composition

The Board of directors of ABCB Holdings will be the ABCB Group's decision-making body and will have the duty to oversee the good functioning of the ABCB Group, including the activities of ABC Banking. The Board of ABCB Holdings will be accountable to the shareholders of ABCB Holdings post the Scheme.

The Board of ABCB Holdings will be constituted in accordance with the provisions of the Code of Corporate Governance, and also in line with the industry's best practices. The directors have, accordingly, established mechanisms and policies appropriate to the Company's business according to its commitment with best practices in Corporate Governance in order to ensure compliance with the Code of Corporate Governance for Mauritius. The directors will review these mechanisms and policies from time to time.

The ABCB Holdings Directors recognise the need to conduct the enterprise with integrity and in accordance with generally acceptable corporate practices. This includes timely, relevant and meaningful reporting to its shareholders and other stakeholders and providing a proper and objective perspective of the Company and its activities.

The ABCB Holdings Directors shall, accordingly, establish mechanisms and policies appropriate to the Company's business according to its commitment with best practices in Corporate Governance in order to ensure compliance with the Code of Corporate Governance for Mauritius. The board will review these mechanisms and policies from time to time.

#### **Current Directors**

##### **PROFESSOR DONALD AH-CHUEN, G.O.S.K. – MANAGING DIRECTOR**

*(refer to section 8.2.1 for profile)*

##### **AH FOON CHUI YEW CHONG – NON-EXECUTIVE DIRECTOR**

*(refer to section 8.2.1 for profile)*

##### **BANU PRATABSINGH JADDOO – NON-EXECUTIVE DIRECTOR**

*(refer to section 8.2.1 for profile)*

### 8.3.2 Committees

The Board Charter of ABCB Holdings provides for an Audit and Risk Committee and a Corporate Governance Committee to assist the Board in the governance of the Company. More details on the corporate governance framework are found in Annex 3. As the activities of the company grows, its Board shall then review its governance framework accordingly if required.

## 8.4 OTHER MATERIAL DISCLOSURES

### 8.4.1 Directors' interests in ABCB Holdings' shares

Besides Prof. Donald Ah-Chuen who is the sole shareholder of ABCB Holdings for the purpose of incorporation, none of the proposed directors of ABCB Holdings have any interest (direct or indirect) in ABCB Holdings as at the Last Practicable Date.

Post the Share Exchange, the interests of the current and proposed directors of ABCB Holdings would be as follows:

<b>CURRENT DIRECTORS</b>	<b>DIRECT HOLDING</b>	<b>INDIRECT HOLDING</b>
Professor Donald Ah-Chuen	1.85	3.57
Ah Foon Chui Yew Cheong	Nil	Nil
Banu Pratabsingh Jaddoo	Nil	Nil

### 8.4.2 Contracts with directors of ABCB Holdings

There is no service contract between the Issuer or any of its subsidiaries, and any director of the Issuer. Apart from the payments of directors' fees, the directors have no other dealings or transactions with the Issuer. There are no arrangements whereby any of the directors have or have agreed to waive future emoluments and there are no arrangements for the waiver of emoluments during the past financial year. There are no contracts or arrangements as at the date of this Listing Particulars in which a director of the Issuer is materially interested.

### 8.4.3 Remuneration of directors of ABCB Holdings

The annual aggregate fees payable to the directors of ABCB Holdings are estimated to be around MUR 13,000,000, and will be approved by the shareholders of ABCB Holdings at the forthcoming Special Meeting.

To date, ABC Banking or ABCB Holdings have not paid any remuneration to the proposed directors of ABCB Holdings.

### 8.4.4 Directors' interests in transactions

(a) None of the other directors have had any material beneficial interest, direct or indirect, in transactions entered into by ABC Banking or ABCB Holdings:

- during the current financial year; or
- during the two preceding financial years; or
- during any earlier financial year and which may still be outstanding.

(b) No amount has been paid to any director (or to any Company in which he is interested (whether directly or indirectly) or of which he is a director or to any partnership, syndicate or other association of which he is a member) in the three years preceding the date of these Listing Particulars (whether in cash or securities or otherwise) by any person either to induce him to become or to qualify him as a director or otherwise for services rendered by him (or by the associate identity) in connection with the promotion or formation of the Company.

### 8.4.5 Directors' interests in property acquired or to be acquired

None of the directors of ABC Banking or ABCB Holdings have had any material beneficial interest, direct or indirect, in any property acquired or proposed to be acquired or otherwise in the three years preceding the date of issue of these Listing Particulars and no amount has been paid during this period, or is proposed to be paid to any director.

### 8.4.6 Terms of office

None of the directors have entered into a service contract with the Company and accordingly the appointment of the directors is indefinite but remains subject to all applicable laws and the provisions of the Company's Constitution.

### 8.4.7 Constitution

The relevant extracts of the Constitution of the Company providing for the appointment, qualification, retirement, remuneration and borrowing powers of the directors and the powers enabling a director to vote on a proposal, arrangement or contract in which he is materially interested are set out in Annex 1.

### 8.4.8 Summary of existing or proposed contracts (whether written or oral) relating to directors' and managerial remuneration, restraint payments, royalties and secretarial and technical fees

(a) There are no existing or proposed contracts (whether written or oral) relating to directors or managerial remunerations, restraint payments, royalties or secretarial and technical fees.

(b) There were no other contracts or arrangements in which the directors were materially interested, and which were significant in relation to the business of the Company.

## **9. STATEMENTS AND REPORTS REGULATING THE LISTING**

### 9.1 HISTORICAL FINANCIAL INFORMATION

a) Given that ABCB Holdings is a newly incorporated company, there is no historical financial information available.

ABCB Holdings leverages on the track record of the revenue earning business of its sole subsidiary, ABC Banking, which has been in operations for over 27 years.

b) The historical financial information of ABC Banking, which would be the wholly owned subsidiary of ABCB Holdings post the Share Exchange, for the financial years ended 30 June 2022, 2023 and 2024 is set out in Annex 2, and falls under the responsibility of the board of ABC Banking.

## 9.2 WORKING CAPITAL

The directors of the Company, are of the opinion that, following the SEM Listing, the working capital available to the Company will, from the date of the SEM listing, be sufficient for its present requirements, i.e., at least for the next 12 months.

## 9.3 LISTING AND DEALINGS ON THE SEM

An application with the LEC of the SEM has been made for the listing of 76,271,872 issued ordinary shares on by way of introduction. The approval by the LEC is subject to the approval of the Scheme by Shareholders of ABC Banking at the Special Meeting and approval of the Court.

## 9.4 SIGNIFICANT CHANGES

There have been no material changes in the business of ABCB Holdings since incorporation. Similarly, there has been no significant change in the financial or trading position of ABC Banking as well since its last audited financial statements have been prepared. Reference can also be made to Annex 2, which contains the audited financial statements of ABC Banking over the past three financial years (i.e. for the years ended 30 June 2022, 2023 and 2024).

# 10. OTHER DISCLOSURES

## 10.1 DIVIDENDS AND DISTRIBUTIONS

- a) Subject to the laws of Mauritius, the directors of ABCB Holdings have absolute discretion as to the payment of any dividends, including interim dividends, on the shares. Any dividends will be paid in accordance with the laws of Mauritius. In addition, the directors may, in their discretion, declare scrip dividends in the form of a bonus issue of additional shares in lieu of a cash dividend.
- b) No dividend shall be declared or paid unless the directors are satisfied or have reasonable grounds that immediately after the dividend, the value of the ABCB Holdings' assets will exceed its liabilities plus stated capital and the Company will be able to pay its debts as they fall due.
- c) ABCB Holdings intends to pay dividends to ordinary shareholders. However, as the objective of the ABCB Holdings is long-term capital growth, there may be periods in respect of which dividends may be low or withheld and re-injected in ABCB Holdings. The amount of any dividend will be at the complete discretion of the Board and will depend on a number of factors, including expectation of future earnings, capital requirements, financial conditions, future prospects, laws relating to dividends, and other factors that the Board deems relevant.
- d) No dividends have been declared as of the Last Practicable Date.
- e) No shares of ABCB Holdings are currently in issue with a fixed date on which entitlement to dividends arises and there are no arrangements in force whereby future dividends are waived or agreed to be waived.

## 10.2 OPTIONS AND PREFERENTIAL RIGHTS

- a) There are no other preferential conversion, redemption and/or exchange rights in respect of any of the shares or other securities.
- b) There are no contracts, arrangements or proposed contracts or arrangements whereby any option or preferential right of any kind was or is proposed to be given to any person to subscribe for or acquire any shares in the Company.

## 10.3 FRACTIONS

No fractions of shares have been or will be issued by ABCB Holdings.

## 10.4 BORROWING POWERS

As set out more fully in Annex 1, the borrowing powers of the Company exercisable by the directors are unlimited and, accordingly, have not been exceeded since incorporation.

## 10.5 UNDERWRITING

Any private placement of shares if undertaken, shall not be underwritten and are not subject to an underwriting commission.

## 10.6 PERCENTAGE HOLDING IN PUBLIC HANDS

As at the Last Practicable Date, ABCB Holdings does not meet the percentage in public hands requirement stipulated in terms of the Listing Rules. However, post implementation of the Share Exchange, the number of shares held by ABCB Holdings will mirror the current number of shares in issue by ABC Banking, and the Company will thus be in line with the pre-requisite requirements of the SEM Listing Rules.

## 10.7 TRADEMARKS AND REGISTRATIONS

Other than the banking license issued by the BoM to ABC Banking to carry out banking business, the Issuer does not have any particular customers or suppliers or patents or trademarks or intellectual or industrial property rights, other licences or particular contracts which are of fundamental importance to its business operations or to the business of the ABCB Group.

## 10.8 ACQUISITIONS

No material immovable properties, fixed assets, securities and/or business undertakings have been acquired by ABCB Holdings since incorporation or are in the process of being or are proposed to be acquired by ABCB Holdings (or which ABCB Holdings has an option to acquire).

## 10.9 DISPOSALS

No material immovable properties, fixed assets, securities and/or business undertakings have been disposed by the Company since incorporation or are in the process of being or are proposed to be disposed by the Company (or which the Company has an option to dispose).

## 10.10 RESEARCH AND DEVELOPMENT

At the level of ABCB Holdings or its subsidiary ABCB Investments, there are currently no research and development policies.

As for ABC Banking, the mission statement is to focus on the continuous development of the Bank. Additionally, the ABC Banking strives to remain competitive within the Mauritian banking industry by constantly assessing avenues for improvement of its offering whilst continuing to align with evolving international developments and regulations. Any new product distributed or service offered by ABC Banking undergoes a thorough review and approval process to ensure alignment with the Issuer's vision, strategy, procedures, policies, BoM regulations, and to make sure the financial return or benefits to ABC Banking are commensurate with the level of investment and indeed the expected time taken to deploy such an initiative.

## 10.11 BUSINESS INTERRUPTION

Given ABCB Holdings is a newly incorporated entity, there are no interruptions to be reported in its business, nor that of its wholly owned subsidiary ABCB Investments.

ABC Banking also has not had any interruptions in its business within the last 12 months.

Despite the activities of the Issuer being affected by the COVID 19 pandemic as a result of the associated lock downs and the significantly reduced trading activity that impacted turnover, cashflow, and profitability of Mauritian corporates, it has continued to operate in line with the regulations set by BoM. 18 During the COVID period (2020 & 2021), the Mauritian government & BoM implemented various policies and support mechanisms to support both Mauritian corporates and individuals with the assistance of the Mauritian banking industry. The Issuer has supported its clients throughout this time and is therefore well positioned to continue its growth by leveraging the quality of its relationships and the size of its balance sheet.

## 10.12 ADVANCES, LOANS AND BORROWING

As at the Last Practicable Date:-

- (a) No loan receivable is outstanding;
- (b) No loan capital is outstanding in ABCB Holdings;
- (c) No loan has been made or security furnished by ABCB Holdings to or for the benefit of any director or manager or associate of any director or manager of ABCB Holdings; and
- (d) There were no outstanding convertible debt securities.

The indebtedness at the level of ABC Banking as at the Last Practicable Date is as follows:

Type	Status	Maturity Date	Outstanding amount (MUR)
Bonds	Subordinated unsecured	25 April 2025	500,000,000
Notes	Subordinated unsecured	25 April 2025	500,000,000
Bonds	Subordinated unsecured	29 March 2034	700,000,000

ABC Banking has not created any mortgages or charges over its assets.



The contingent liabilities of ABC Banking are as set out below:

Description	Amount (MUR)
Guarantees on account of customers	23,095,217
Letter of credit and other obligations on account of customers	543,499
Commitments	3,960,602,787
<b>Total</b>	<b>3,984,241,503</b>

As at the Last Practicable Date, the outstanding loans provided by ABC Banking in favour of its directors are as set out below:

Name of director	Outstanding loans (MUR)
Bhanu Pratabsingh Jaddoo	6,318,844
Donald Ah-Chuen	1,004,402

There are no guarantees provided by any member of the ABCB Group in favour of any director.

## 10.13 LITIGATION

The Company is not involved in any governmental, legal or arbitration proceedings and, in so far as the directors are aware, there are no governmental, legal or arbitration proceedings pending or threatened against them, or being brought by the Company since incorporation which may have, or have had in the recent past, a significant effect on the financial position or profitability of the Company.

## 10.14 REMITTANCE OF PROFITS OR REPATRIATION OF CAPITAL

There are no restrictions, that are relevant for the Issuer, affecting the remittance of profits or repatriation of capital into Mauritius from outside Mauritius.

## 10.15 MATERIAL COMMITMENTS, LEASE PAYMENTS AND CONTINGENT LIABILITIES

The Company does not have any capital commitments, financial lease payments and contingent liabilities as at the last practicable date, other than in the ordinary course of business.

## 10.16 MATERIAL COMMITMENTS IN RESPECT OF ACQUISITION AND ERECTION OF BUILDINGS, PLANT AND MACHINERY

As at the Last Practicable Date, the Company does not have any material commitments for the purchase and erection of buildings, plant or machinery.

## 10.17 PRINCIPAL IMMOVABLE PROPERTY LEASED OR OWNED

As at the Last Practicable Date, the Company does not own any immovable property nor has the Company entered into any leases in respect of immovable property.

## 10.18 EMPLOYEES

As at the Last Practicable Date, ABCB Holdings did not have any employees.

ABC Banking on the other hand has approximately 247 employees in direct employment.

## 10.19 COMMISSIONS PAID AND PAYABLE

- o No amount has been paid, or accrued as payable, since incorporation of ABCB Holdings, as commission to any person, including commission so paid or payable to any sub-underwriter that is the holding Company or a promoter or director or officer of ABCB Holdings, for subscribing or agreeing to subscribe, or procuring, or agreeing to procure, subscriptions for any securities of ABCB Holdings.
- o Since incorporation, there have been no commissions paid or are payable in respect of underwriting by ABCB Holdings.
- o Since incorporation, ABCB Holdings has not entered into any promoter's agreements and as a result no amount has been paid or is payable to any promoter.

## 10.20 MATERIAL CONTRACTS

ABCB Holdings started its operations in August 2024, and there was no material contract entered into (other than contracts entered into in the ordinary course of business) by the Company since then.

## 10.21 BALANCE SHEET DATE

The Balance Sheet date of the Company will be 30 June.

## 10.22 TRANSFER OF SHARES

- o Subject to the provisions of this Constitution, where shares are listed on the SEM or on another securities exchange, the shares of the Company shall be freely transferable and free from any lien. Each member may transfer, without payment of any other charges, save Brokerage Fees payable in relation to such transfer, all or any of his shares which have been fully paid.
- o For so long as the Company shall be admitted for listing on the SEM, a member wishing to transfer its shares, shall where physical share certificates have been issued to that member, cause its shares to be dematerialised.
- o For so long as the Company shall be admitted for listing on the SEM, all shares transferred must be in the dematerialized form and must be conducted through the Automatic Trading System in accordance with the Trading Procedures.
- o In respect of shares held in certificated form and where such shares have not been listed on the SEM, every instrument of transfer shall be executed by or on behalf of the transferor. Every instrument of transfer shall be left at the registered office of the Company (or such other place as the board may from time to time determine) at which it is presented for registration accompanied by the certificate of the shares so transferred, and/or such other evidence as the company may require, to prove the title of the transferor of his rights to transfer the shares. All authorities to sign instruments of transfer granted by members for the purpose of transferring shares which may be lodged, produced or exhibited with or to the Company at its registered office (or such other place as the Board may from time to time determine) shall, as between the Company and the grantor of such authorities, be taken and deemed to continue and remain in full force and effect and the Company may allow the same to be acted upon until such time as express notice in writing of the revocation of the same shall have been given and lodged at the company's registered office (or such other place as the board may from time to time determine) at which the authority was lodged, produced or exhibited. Even after the giving and lodging of such notice, the Company shall be entitled to give effect to any instrument signed under the authority to sign, and certified by any officer of the Company, as being in order before the giving and lodging of such notices. The transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect of it.

## 10.23 EXPENSES

The expenses relating to the implementation of the Scheme, and the Listing of ABCB Holdings on the Official Market of the SEM are estimated to be as per below. The costs will be borne by ABC Banking.

	Cost - MUR
Total advisory fees	
(Legal Advisor, Transaction Advisor, Tax Advisor)	2,932,500
<b>SEM fees</b>	<b>300,000</b>
<b>Total</b>	<b>3,232,500</b>

# ANNEX 1: SUMMARY OF CONSTITUTION

## EXTRACT OF SECTIONS 6 TO 20

### 6. SHARE CAPITAL

- 6.1 Shares may be issued in different classes or series, with each class having such rights, privileges and limitations as Board may in its sole discretion determine.
- 6.2 The capital of the Company shall consist of Ordinary Shares, and unless otherwise specified in the terms of its issue, a share in the Company, including the Ordinary Share, shall entitle its holder to-
- 6.2.1 one vote per share on all resolutions and matters falling to the determination or approval of shareholders under the Act and this Constitution;
- 6.2.2 the right to an equal share of dividends as may be declared and paid by the Company; and
- 6.2.3 the right to an equal share in the distribution of the surplus assets of the Company.
- 6.3 For the purpose of the Act, the Company is expressly authorised to purchase, redeem shares issued as redeemable or otherwise acquire shares issued by it provided that no purchase, redemption or other acquisition of shares shall be made except in accordance with the Act.
- 6.4 The Secretary shall maintain a share register for the purpose of recording issues, transfers and cancellation of shares in the manner required by the Act.
- 6.5 Where the Company issues shares which do not carry voting rights, the words "non-voting" shall appear in the designation of such shares.
- 6.6 Where the Company issues shares with different voting rights, the company shall designate each class of shares, other than those with the most favourable voting rights, by inserting the words "restricted voting" or "limited voting".

### 7. ISSUE OF SHARES

- 7.1 Subject to the other provisions of this Constitution, the Board may issue shares, at any time, to any person and in any number it thinks fit.
- 7.2 Shares issued or proposed to be issued by the Company that rank equally with, or in priority to existing shares as to voting or distribution rights, shall, unless otherwise provided in the resolution approving the issue under Article 7.1, be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders, in accordance with section 55(1) of the Act.
- 7.3 An offer under Article 7.2 shall remain open for acceptance for a reasonable time, which shall not be less than fourteen (14) days.
- 7.4 New shares offered to shareholders pursuant to Article 7.2 above and are not accepted within the prescribed time or in respect of which an intimation is received from the person to whom the offer is made declining such offer may be disposed of by the Board in such manner as it thinks most beneficial to the Company.
- 7.5 Subject to Article 7.6, before the Board issues Shares (other than Shares issued upon incorporation), it must:-
- 7.5.1 determine the amount of the consideration for which the Shares will be issued and the terms on which they will be issued;

- 7.5.2 if the Shares are to be issued for consideration other than cash, determine the reasonable present cash value of the consideration for the issue and ensure that the present cash value of that consideration is fair and reasonable to the Company and is not less than the amount to be credited in respect of the Shares; and
- 7.5.3 resolve that, in its opinion, the consideration for the Shares and their terms of issue are fair and reasonable to the Company and to all existing Shareholders.
- 7.6 Article 7.5 shall not apply to the issue of Shares on the conversion of any convertible securities or the exercise of any option to acquire Shares in the Company.
- 7.7 When issuing shares for consideration other than cash, any one of the Directors or his alternate authorized in writing shall sign a certificate stating:-
- 7.7.1 the present cash value of the consideration and the basis for assessing it;
- 7.7.2 that the present cash value of the consideration is fair and reasonable to the company and to all existing shareholders; and
- 7.7.2 that the present cash value of the consideration is fair and reasonable to the company and to all existing shareholders; and
- 7.7.3 that the present cash value of the consideration is not less than the amount to be credited in respect of the shares.
- 7.8 A copy of a certificate issued under Article 7.7 shall be filed with the Registrar within fourteen (14) days of its signature.
- 7.9 Where money or other consideration is due at a fixed time to the Company on shares in accordance with their terms of issue, that amount shall not be treated as a call and no notice shall be required to be given to the shareholder (or other person liable under the terms of issue thereof) before the Company may enforce payment of the amount due.
- 7.10 The amount payable on the issue of any shares in the capital of the Company shall be payable in full on issue unless the Board has decided to accept payment by instalments or calls, whereupon payment shall be made in accordance with such resolutions, and in accordance with the provisions of the Fourth Schedule to the Act.
- 7.11 Any shares in the Company may be issued in payment or part payment for any property or rights acquired by the Company or for services rendered to the Company subject to compliance with section 57 of the Act.

## **8. REDEMPTIONS**

Subject always to the provisions of the Act, the Board may effect the redemption of any fully paid share which are issued as redeemable shares at the redemption price specified in or calculated in accordance with the terms of issue of such redeemable shares, and in the case no such redemption price has been provided in the terms of issue, at a price corresponding to the net asset value of such shares determined by a suitably qualified independent person in accordance with such procedures as the Board may determine either generally or in any specific case or cases, provided always that the Board is satisfied that:-

- 8.1 the Company will meet the solvency test prescribed by the Act immediately after such redemption;
- 8.2 the Company has sufficient liquid funds to pay the proceeds of such redemption; and
- 8.3 there would be, after such redemption, shares on issue being shares other than convertible or redeemable shares.
- 8.4 If the Company purchases listed redeemable shares:
- 8.4.1 purchases not made through the market or by tender shall be limited to a maximum price; and
- 8.4.2 if purchases are by tender, tenders shall be available to all shareholders alike.

## **9. POWER TO SELL SHARES OF UNTRACEABLE SHAREHOLDERS**

- 9.1 Where a Shareholder's whereabouts is unknown and untraceable, the Board shall have the power to sell the shares of that shareholder provided that such power may not be exercised unless:
- 9.1.1 during a period of twelve (12) years, at least three (3) dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and

9.1.2 on expiry of the twelve (12) years, the Company gives notice of its intention to sell the shares by way of an advertisement published in at least two (2) widely circulated daily newspapers and notifies the Stock Exchange of Mauritius of such intention.

## **10. MODIFICATIONS OF RIGHTS**

10.1 Where shares are issued in different classes, the rights attached to any class of shares (unless otherwise provided by the terms of issue of the shares of that class) may only be varied with the consent in writing of the holders of seventy-five percent (75%) of the issued shares of that class or by the approval of the shareholders of that class by Special Resolution at a separate meeting of the holders of the shares of that class.

10.2 The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of one third of the issued shares of that class.

10.3 Where a resolution affects all classes equally, all such classes may be treated as one class for the purposes of this Article 10.

10.4 The special rights attached to any class of shares shall (unless otherwise expressly provided by the conditions of issue of such shares) be deemed not to be varied by :-

10.4.1 the issue of further shares ranking *pari passu*;

10.4.2 by the winding up of the Company and the exercise by the liquidator of his power under Article 28.4.

## **11. CERTIFICATES**

11.1 Every person whose name is entered as a shareholder on the share register shall be entitled without payment to receive a certificate under the seal of the Company in accordance with the Act. The Company shall, subject to Section 97(2) of the Act, within twenty-eight (28) days after the issue, or registration of a transfer, of shares in the Company, as the case may be, send a share certificate to every holder of those shares stating –the name of the Company;

11.1.1 the classes of shares held by the shareholder;

11.1.2 the number of shares held by the shareholder.

11.2 This Article shall apply so long as the shares of the Company have not been deposited under a system conducted by a central depository and settlement company approved under the Securities (Central Depository, Clearing and Settlement) Act 1996. Where share certificates are issued by the Company, such share certificates shall be under seal, or facsimile thereof, which shall only be affixed with the authority of the Directors.

11.3 Where power is taken to issue share warrants to bearer, that no new share warrant shall be issued to replace one that has been lost, unless the issuer is satisfied beyond reasonable doubt that the original has been destroyed.

## **12. LIEN**

12.1 The Company shall have a first and paramount lien and privilege on all the shares (whether fully or partly paid) registered in the name of a shareholder (whether solely or jointly with others) for his debts, liabilities and engagements, including without limitation any unpaid calls on shares, either alone or jointly with any other person, whether a shareholder or not, to or with the Company, whether the period for the payment or discharge thereof shall have actually arrived or not.

12.2 Such lien shall extend to all dividends from time to time declared in respect of such shares.

12.3 The enforcement of the lien under this Article 12 shall be made in accordance with the Act.

## **13. TRANSFER OF SHARES**

13.1 No shareholder shall have any pre-emptive rights whatsoever in respect of any transfer of any shares of the Company.

13.2 The pre-emptive provisions on transfers of shares set out in Schedule 2 of the Act shall not apply to the Company.

13.3 Fully paid Shares shall be freely transferred, free from any restriction on the rights of transfer and from any lien. Partly paid Shares may be subject to restrictions provided that the restrictions are not such as to prevent dealings in the shares from taking place on an open and proper basis.

13.4 Transfers and other documents relating to or affecting the title to any shares must be registered without payment of any fee.

13.5 Where power is taken to limit the number of shareholders in a joint account, such limit shall not prevent the registration of a maximum of four (4) persons.

- 13.6 The Board may, in its absolute discretion and without assigning any reason therefor, decline to register any transfer of shares.
- 13.7 Any transfer of shares that are listed on a relevant securities exchange in Mauritius shall be conducted through the Automatic Trading System in accordance with the Trading Procedures of the Stock Exchange of Mauritius Ltd. Any shareholder wishing to transfer its shares shall, where physical share certificates have been issued, cause its shares to be dematerialised by depositing them with the Central Depository & Settlement Co. Ltd (CDS).
- 13.8 Any transfer of shares that are not listed on a relevant securities exchange in Mauritius shall be by an instrument in writing. The instrument shall be executed by or on behalf of the transferor and the transferee and the transferor shall remain the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the share register in respect thereof

#### **14. FORFEITURE OF SHARES**

- 14.1 If a shareholder fails to pay any call or instalment of a call on the day appointed for payment thereof the Board may at any time thereafter, proceed to the forfeiture of such share as per the procedure set out in the Fourth Schedule to the Act.
- 14.2 The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum, which by the terms of issue of a share becomes payable at a fixed time as if the same had been payable by virtue of a call duly made and notified.

#### **15. MEETINGS OF SHAREHOLDERS**

- 15.1 Save as otherwise provided in this Constitution, the meeting of shareholders shall be governed by the Fifth Schedule to the Act.
- 15.2 No business shall be transacted at any meeting of shareholders unless a quorum is present at the time when the meeting proceeds to business and a quorum shall be deemed to be constituted by the presence of two (2) shareholders present in person or by proxy representing at least fifty-five percent (55%) of the shares in the Company or class of shares in the Company entitled to vote on resolutions of shareholders to be considered at the meeting.
- 15.3 Any shareholder may appoint a proxy for the purposes of attending and voting at a meeting of shareholders in the manner provided for by the Act provided that instrument appointing such proxy is delivered at the registered office of the Company at least twenty-four (24) hours prior to the meeting failing which the appointment shall not be effective. A corporation may execute a form of proxy under the hand of a duly authorised officer.
- 15.4 Postal votes shall not be allowed.
- 15.5 A duly authorised representative of a corporation present at any meeting of the Company or at any meeting of any class of shareholders of the Company shall be deemed to be a shareholder for the purpose of counting towards a quorum.

#### **16. THE BOARD**

- 16.1 Unless otherwise determined by the Company by Ordinary Resolution in a meeting of shareholders, the number of the Directors shall not be less than five (5).
- 16.2 The appointment of two or more directors may be made by way of a single resolution without the need for any prior approval.
- 16.3 Any Director may at any time by writing under his hand and deposited at the Office, or delivered at a meeting of the Directors, appoint any person (including another Director) to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved.
- 16.4 The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director.
- 16.5 Notwithstanding anything to the contrary contained herein and subject to as may otherwise be provided by law, any Director, managing director or other executive director may, by Ordinary Resolution passed at a meeting of shareholders called for purposes that include their removal or ceasing to hold office pursuant to section 139 of the Act, be removed from office before the expiry of their period of office subject however, to the right of any such director to claim damages under any contract.

- 16.6 An alternate Director shall be entitled to receive notice of meetings of the Board and shall be entitled to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these presents shall apply as if he (instead of his appointor) were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is for the time being temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Directors may from time to time determine in relation to any committees of the Directors, the foregoing provisions of this paragraph shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these presents.
- 16.7 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.
- 16.8 A Director need not be a shareholder of the Company but shall be entitled to receive notice of and attend all meetings of shareholders of the Company.
- 16.9 The office of a Director shall be vacated:-
- 16.9.1 where the Director no longer fulfils the qualifying criteria to act as director under the Act;
- 16.9.2 where any one of the reasons for vacation of the office of director under the Act exists; or
- 16.9.3 in any event, the Director is removed from office by an Ordinary Resolution.
- 16.10 The Company may, upon the office of a Director being vacated, fill up the vacated office by electing a new Director, who shall hold office until the following annual meeting, and shall then be eligible for re-election, unless the Company resolves by Ordinary Resolution to reduce the number of Directors in accordance with this Constitution.
- 16.11 The minimum required period of notice to the Company of the intention to propose a person for election as a director, and the required minimum period of notice to the Company by such person of his willingness to be elected, will be at least seven days and that the latest date for lodgement of such notices shall be not more than seven days prior to the date of the meeting appointed for such election.

## **17. REMUNERATION AND OTHER INTERESTS OF DIRECTORS**

- 17.1 Authority to remunerate Directors
- 17.1.1 The shareholders by Ordinary Resolution, or the Board if it is satisfied that to do so is fair to the Company, shall approve:
- 17.1.1.1 the payment of remuneration (or the provision of other benefits) by the Company to a Director for his services as a Director, or the payment of compensation for loss of office; and
- 17.1.1.2 the making of loans and the giving of guarantees by the Company to a Director in accordance with section 159(6) of the Act.
- 17.1.2 The Board shall ensure that, forthwith after authorising any payment under Article 17.1, particulars of such payment are entered in the interests register.
- 17.2 Other offices with Company held by Director
- 17.2.1 Any Director may act by himself, or his firm in a professional capacity for the Company; and the Director or the Director's firm will be entitled to remuneration for professional services as if the Director were not a Director. Nothing in this Article shall authorize a Director or a Director's firm to act as auditor for the Company.
- 17.2.2 A Director may hold any other office in the Company (other than the office of auditor), for such period and on such terms (as to remuneration and otherwise) as the Board shall determine.
- 17.2.3 Other than as provided in Article 17.2.2, a Director shall not be disqualified by virtue of his office from entering into any transaction with the Company. Any such transaction will be valid and enforceable to the same extent as if he was not a Director and not in a fiduciary relationship with the Company. No such Director shall be liable to account to the Company for any profit realised by the transaction by reason of the Director holding that office or of the fiduciary relationship thereby established.
- 17.3 Transactions with Directors
- 17.3.1 Save as provided herein a Director shall not vote on any contract or arrangement or any other proposal in which he or his associates have a material interest nor shall he be counted in the quorum present at the meeting PROVIDED THAT he shall be entitled to vote in respect of any resolution concerning any of the following matters (in the absence of some other material interest than is listed below);
- 17.3.1.1 the giving of any security or indemnity to him in respect of money lent or obligations incurred by him at the request of or for the benefit of the Company or any of its subsidiaries;

- 17.3.1.2 the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
- 17.3.1.3 any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiaries for subscription or purchase in which offer he is or is to be interested as a participant in the underwriting or sub-underwriting thereof; or
- 17.3.1.4 any proposal concerning any other company in which the director is interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the director is beneficially interested in shares of that company, provided that he, together with any of his associates, is not beneficially interested in five per cent or more of the issued shares of any class of such company (or of any third company through which his interest is derived) or of the voting rights (for the purposes of this article, the definition of "associates" under Part I of the Schedule of the Securities Act shall apply);
- 17.3.1.5 any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including: (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which he may benefit; or (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to directors and employees of the Company or any of its subsidiaries and does not provide in respect of any director as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;
- 17.3.1.6 any contract or arrangement in which the Director is interested in the same manner as other holders of shares or debentures or other securities of the issuer by virtue only of his interest in shares or debentures or other securities of the Company..

## **18. POWERS OF DIRECTORS**

- 18.1 The business of the Company shall be managed by the Board, which may exercise all such powers of the Company except those required by the Act or by this Constitution to be exercised by the shareholders, subject nevertheless to such resolutions of shareholders which are not inconsistent with the Act, provided that no shareholder resolution shall invalidate any prior act of the Board which would have been valid if no regulations had been made.
- 18.2 The Directors may from time to time and at any time by resolution, appoint any company, firm or person whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorneys as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretion vested in him.

## **19. PROCEEDINGS OF DIRECTORS**

- 19.1 Save as provided herein, the proceedings of Board shall be governed by the Eighth Schedule to the Act.  
  
The quorum necessary for the transaction of the business of the Board shall be a simple majority of Directors when the Board shall consist of more than six (6) Directors.
- 19.2 The quorum necessary for the transaction of the business of the Board shall be as follows:

## **20. BORROWING POWERS**

The Board may exercise all the powers of the Company, subject to the provisions of the Act including but not limited to section 130 of Act, to borrow money and hypothecate, mortgage, charge or pledge its undertaking, property, and assets or any part thereof, and to issue debentures, debenture stock or other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or any third party.

## **EXTRACT OF SECTIONS 23 TO 27**

### **23. DIVIDENDS**

- 23.1 Dividends may be payable to the shareholders at the sole discretion of the Board without the requirement of any prior approval of the shareholders provided always that:
  - 23.1.1 no dividend shall be payable except out of such profits, which shall include net realised capital gains, as may be lawfully distributed as dividends and which appear to the Board to be justified by the profits of the Company; and
  - 23.1.2 the Company meets the solvency test after payment of the dividend.



- 23.2 Subject to any preference attached to any class of shares, all dividends shall be declared and paid according to the amount paid up on the shares in respect whereof the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purpose of this Article as paid up on the share.
- 23.3 All unclaimed dividends may be invested or otherwise made use of by the Board for the benefit of the Company until claimed.
- 23.4 The Board may deduct from any moneys payable to any shareholder on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- 23.5 No dividend shall bear interest against the Company.
- 23.6 All dividends unclaimed for five (5) years after having been declared may be forfeited by the Board for the benefit of the Company.
- 23.7 the Board may issue shares to the Shareholders who have agreed to accept the issue of shares, wholly or partly, in lieu of a proposed dividend or proposed future dividends provided that the provisions of the Act and the SEM Listing Rules are complied with.

#### **24. CAPITALISATION OF PROFITS**

- 24.1 Subject to compliance with sections 56 and 64 of the Act, the Board may resolve to capitalise any part of its reserves or accumulated profits by applying same in or towards paying up any amounts for the time being unpaid on any shares held by such holders respectively or issuing new shares to holders entitled to distribution in accordance with their respective distribution rights.
- 24.2 For the purposes of giving effect to a resolution passed in accordance with Article 24.1, the Board is empowered to make all appropriations and applications of the profits and reserves resolved to be capitalised thereby, and issue fully paid shares, if any, and generally shall do all acts and things required to give effect thereto.

#### **25. RESERVE ACCOUNTS AND ANNUAL REPORTS**

- 25.1 The Board may create reserve accounts and may set aside out of the profits of the Company and carry to the credit of any reserve account such sums as they think proper, which shall, at the discretion of the Board, be applicable for any purpose to which the profits or reserves may be properly applied and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments as the Board may from time to time think fit.
- 25.2 An electronic version or printed copy of the Company's annual report (including the balance sheet and every document required by law to be annexed therefore and profit and loss account or income and expenditure account) shall, at least fourteen (14) days before the date of the meeting of shareholders, be delivered by post or email to every Shareholder or posted on the Company's website, if it has one.

#### **26. NOTICES**

- 26.1 Where power is taken to give notice by advertisement, such advertisement shall be published in at least two daily newspapers of wide circulation, or on the Company's website.
- 26.2 There shall be no prohibition on the giving of notice to members whose registered address is outside Mauritius.

#### **27. AMENDMENT TO CONSTITUTION**

- 27.1 The Company may by Special Resolution alter or modify this Constitution as originally drafted or as amended from time to time. Any alteration shall obtain prior written approval from the Stock Exchange of Mauritius Ltd.

## ANNEX 2: HISTORICAL FINANCIAL STATEMENTS

### STATEMENT OF FINANCIAL POSITION

	2024 MUR	*Restated 2023 MUR	*Restated 2022 MUR
<b>ASSETS</b>			
Cash and cash equivalents	4,596,690,444	5,570,184,787	*3,894,599,441
Due from banks	-	-	966,675,490
Derivative financial assets	9,989,650	26,136,555	50,004,747
Loans and advances to customers	14,270,513,029	*11,246,615,276	*10,004,183,925
Investment securities	6,653,592,914	5,952,304,559	6,407,507,165
Property, equipment and right-of-use assets	534,051,564	555,659,704	587,085,644
Intangible assets	68,968,713	82,645,706	98,455,590
Deferred tax assets	6,328,716	4,245,128	7,574,450
Other assets	252,583,289	*200,911,609	*139,355,508
<b>Total assets</b>	<b>26,392,718,319</b>	<b>23,638,703,324</b>	<b>22,155,441,960</b>
<b>LIABILITIES</b>			
Deposits from customers	22,352,726,759	20,354,310,098	19,016,751,814
Derivative financial liabilities	4,981,376	25,518,459	9,404,846
Subordinated debts	1,210,599,154	505,379,452	504,821,233
Current tax liabilities	29,563,378	39,972,753	10,250,861
Other liabilities	318,678,382	415,935,254	533,387,720
<b>Total liabilities</b>	<b>23,916,549,049</b>	<b>21,341,116,016</b>	<b>20,074,616,474</b>
<b>Shareholders' Equity</b>			
Issued capital	940,495,472	940,495,472	940,495,472
Retained earnings	1,263,720,032	1,121,404,334	920,289,820
Other reserves	271,953,766	235,687,502	220,040,194
<b>Capital and reserves</b>	<b>2,476,169,270</b>	<b>2,297,587,308</b>	<b>2,080,825,486</b>
<b>Total liabilities and equity</b>	<b>26,392,718,319</b>	<b>23,638,703,324</b>	<b>22,155,441,960</b>

The notes for the financial years ended 30 June 2022 and 30 June 2023 can be found in the Issuer's annual reports which are available on the Issuer's website.

## STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	2024 MUR	*Restated 2023 MUR	*Restated 2022 MUR
Interest income	1,281,335,946	*939,993,114	*681,009,483
Interest expense	(604,113,506)	(329,727,500)	(221,027,736)
<b>Net interest income</b>	<b>677,222,440</b>	<b>*610,265,614</b>	<b>*459,981,747</b>
Fee and commission income	119,485,955	*118,919,486	*111,190,523
Fee and commission expense	(53,739,902)	(41,495,813)	(35,434,019)
<b>Net fee and commission income</b>	<b>65,746,053</b>	<b>*77,423,673</b>	<b>*75,756,504</b>
Net trading income	104,349,278	87,115,107	57,700,029
Net loss on derecognition of financial assets measured at fair value through other comprehensive income	-	-	(224,965)
Net gain on derecognition of financial assets measured at amortised cost	-	-	23,480,210
Other operating income	2,271,615	1,768,244	1,709,706
<b>Total other income</b>	<b>106,620,893</b>	<b>88,883,351</b>	<b>82,664,980</b>
<b>Operating income</b>	<b>849,589,386</b>	<b>776,572,638</b>	<b>618,403,231</b>
Personnel expenses	(299,613,040)	(263,301,267)	(224,562,919)
Depreciation and amortisation	(49,934,985)	(54,570,916)	(45,703,298)
Other operating expenses	(161,280,546)	(166,557,945)	(117,697,488)
<b>Non interest expenses</b>	<b>(510,828,571)</b>	<b>(484,430,128)</b>	<b>(387,963,705)</b>
<b>Operating profit before impairment</b>	<b>338,760,815</b>	<b>292,142,510</b>	<b>230,439,526</b>
(Allowance for)/Reversal of credit impairment on financial assets	(40,619,484)	51,275,100	(3,342,995)
<b>Operating profit before tax</b>	<b>298,141,331</b>	<b>343,417,610</b>	<b>227,096,531</b>
Income tax expense	(40,468,556)	(45,258,555)	(26,053,939)
<b>Profit for the year</b>	<b>257,672,775</b>	<b>298,159,055</b>	<b>201,042,592</b>
<b>Other comprehensive income</b>			
<b>Items that will not be reclassified subsequently to profit or loss, net of tax:</b>			
Net (loss)/gain on investments in equity instruments designated at fair value through other comprehensive income	(19,593,708)	(19,605,087)	7,883,548
Gain on disposal on equity instruments at fair value through other comprehensive income	-	-	932,408
Remeasurement of retirement benefit obligation	(8,061,476)	(5,794,845)	(2,190,877)
<b>Total of items that will not be reclassified subsequently to profit or loss, net of tax</b>	<b>(27,655,184)</b>	<b>(25,399,932)</b>	<b>6,625,079</b>
<b>Items that may be reclassified subsequently to profit or loss, net of tax:</b>			
Expected credit loss allowance relating to debt instruments designated at fair value through other comprehensive income	(479,692)	(1,900,610)	(2,376,443)
Net gain/(loss) on investments in debt instruments designated at fair value through other comprehensive income	17,688,748	(7,570,853)	(11,822,983)
<b>Total of items that may be reclassified subsequently to profit or loss, net of tax</b>	<b>17,209,056</b>	<b>(9,471,463)</b>	<b>(14,199,426)</b>
<b>Other comprehensive loss for the year</b>	<b>(10,446,128)</b>	<b>(34,871,395)</b>	<b>(7,574,347)</b>
<b>Total comprehensive income for the year</b>	<b>247,226,647</b>	<b>263,287,660</b>	<b>193,468,245</b>
<b>Earnings per share</b>			
Basic and diluted	3.38	3.91	2.64

## STATEMENT OF CHANGES IN EQUITY

	Issued Capital MUR	Retained Earnings MUR	Statutory Reserve MUR	Fair value Reserve MUR	Total MUR
<b>At 1 July 2021</b>	940,495,472	791,848,897	182,578,414	13,621,269	1,928,544,052
Profit for the year	-	201,042,592	-	-	201,042,592
Other comprehensive loss	-	(1,258,469)	-	(6,315,878)	(7,574,347)
<b>Total comprehensive income for the year</b>	-	199,784,123	-	(6,315,878)	193,468,245
Transfer to statutory reserve	-	(30,156,389)	30,156,389	-	-
Equity dividends	-	(41,186,811)	-	-	(41,186,811)
<b>At 30 June 2022</b>	<u>940,495,472</u>	<u>920,289,820</u>	<u>212,734,803</u>	<u>7,305,391</u>	<u>2,080,825,486</u>
<b>At 1 July 2022</b>	940,495,472	920,289,820	212,734,803	7,305,391	2,080,825,486
Profit for the year	-	298,159,055	-	-	298,159,055
Other comprehensive loss	-	(5,794,845)	-	(29,076,550)	(34,871,395)
<b>Total comprehensive income for the year</b>	-	292,364,210	-	(29,076,550)	263,287,660
Transfer to statutory reserve	-	(44,723,858)	44,723,858	-	-
Equity dividends	-	(46,525,838)	-	-	(46,525,838)
<b>At 30 June 2023</b>	<u>940,495,472</u>	<u>1,121,404,334</u>	<u>257,458,661</u>	<u>(21,771,159)</u>	<u>2,297,587,308</u>
<b>At 1 July 2023</b>	<b>940,495,472</b>	<b>1,121,404,334</b>	<b>257,458,661</b>	<b>(21,771,159)</b>	<b>2,297,587,308</b>
Profit for the year	-	257,672,775	-	-	257,672,775
Other comprehensive loss	-	(8,061,476)	-	(2,384,652)	(10,446,128)
<b>Total comprehensive income for the year</b>	-	249,611,299	-	(2,384,652)	247,226,647
Transfer to statutory reserve	-	(38,650,916)	38,650,916	-	-
Equity dividends	-	(68,644,685)	-	-	(68,644,685)
<b>At 30 June 2024</b>	<u>940,495,472</u>	<u>1,263,720,032</u>	<u>296,109,577</u>	<u>(24,155,811)</u>	<u>2,476,169,270</u>

## STATEMENT OF CASH FLOWS

	2024	*Restated 2023	*Restated 2022
	MUR	MUR	MUR
<b>Cash flows from operating activities</b>			
Profit before taxation	298,141,331	343,417,610	227,096,531
<i>Adjustments for:</i>			
Depreciation and amortisation	49,934,985	**54,570,916	**45,703,298
Allowance for/(reversal) of credit impairment on financial assets	40,619,484	(51,275,100)	3,342,995
Employee benefit costs	(5,246,097)	14,904,821	3,011,005
Exchange difference	(209,200,144)	(78,872,226)	12,582,947
Dividend income from equity instruments at FVOCI	(1,542,627)	**1,504,714	**1,503,955
Net interest income	(677,222,440)	**610,265,614	**459,981,747
(Profit)/Loss on disposal of property and equipment	(441,304)	-	108,200
Net loss on derecognition of financial assets measured at fair value through other comprehensive income	-	-	**224,965
Net gain on derecognition of financial assets measured at amortised cost	-	-	**23,480,210
<b>Cash flows before the net changes in operating assets and liabilities</b>	<b>(504,956,812)</b>	<b>**329,024,307)</b>	<b>**192,895,971)</b>
<b>Net changes in operating assets and liabilities</b>			
(Increase)/Decrease in loans and advances to customers	(3,019,813,586)	**1,189,449,464)	**149,373,607
(Increase)/ Decrease in other assets	(51,671,681)	**71,319,135)	**832,627,814
(Increase)/ Decrease in derivative financial instruments	(4,390,178)	39,981,805	(39,308,086)
Decrease/(Increase) in due from banks	6,152	969,679,916	(968,395,388)
Increase/(Decrease) in deposits from customers	2,051,870,045	**1,391,011,668	**776,017,827)
(Decrease)/Increase in other liabilities	(102,600,546)	(135,721,089)	(188,212,686)
	(1,631,556,606)	**675,159,394	**1,182,828,537)
Income tax paid	(52,401,094)	(11,804,489)	(20,847,043)
Interest received	1,291,233,245	**942,581,978	**686,219,585
Interest paid	(657,566,890)	**383,180,884)	**274,481,120)
<b>Net cash (used in)/ generated from operating activities</b>	<b>(1,050,291,345)</b>	<b>**1,222,755,999</b>	<b>**791,937,115)</b>
<b>Cash flows from investing activities</b>			
Purchase of investment securities	(2,399,854,004)	(1,012,430,630)	(2,634,366,812)
Proceeds from sale and redemption of investment securities	1,644,137,604	1,440,537,774	2,751,064,639
Purchase of property and equipment	(13,290,894)	(7,244,012)	(35,941,150)
Dividend received	1,542,627	**1,504,714	**1,503,955
Purchase of intangible assets	(2,308,959)	(91,080)	(67,383,587)
Proceeds from sale of property and equipment	1,391,304	-	219,130
<b>Net cash (used in)/ generated from investing activities</b>	<b>(768,382,322)</b>	<b>**422,276,766</b>	<b>**15,096,175</b>
<b>Cash flows from financing activities</b>			
Redemption of preference shares	-	-	(138,180,000)
Issue of subordinated debts	694,734,846	-	-
Increase/(Decrease) in interest on preference shares and subordinated debts	10,484,856	**558,219	**4,570,126)
Repayment of principal portion of lease liabilities	(595,837)	(2,352,026)	(3,815,113)
Dividend paid	(68,644,685)	(46,525,838)	(41,186,811)
<b>Net cash generated from/ (used in) financing activities</b>	<b>635,979,180</b>	<b>**48,319,645)</b>	<b>**187,752,050)</b>
<b>Net (decrease)/ increase in cash and cash equivalents</b>	<b>(1,182,694,487)</b>	<b>**1,596,713,120</b>	<b>**964,592,990)</b>
Net foreign exchange difference	209,200,144	78,872,226	(12,582,947)
Net cash and cash equivalents at beginning of year	5,570,184,787	*3,894,599,441	4,871,775,378
<b>Net cash and cash equivalents at end of year</b>	<b>4,596,690,444</b>	<b>5,570,184,787</b>	<b>*3,894,599,441</b>

## **ANNEX 3: ABCB HOLDINGS CORPORATE GOVERNANCE FRAMEWORK**

### **BOARD COMMITTEES**

Given the extensive duties and responsibilities of the Board required by the relevant legislations and regulations, the Board shall establish such committees as may be required at Board and Management levels as a mechanism for assisting the Board and its directors in the effective and efficient discharge of their duties through a more comprehensive evaluation of specific issues, followed by well-considered recommendations to the Board. However, the delegation of authority to Board committees or management does not in any way absolve the Board of its duties and responsibilities. Board committees should be transparent to the Board and practice full disclosure but avoid wasting the Board's time by repeating committee deliberations.

The Chairperson of the Board shall not be the Chairperson of any Board Committee, and also cannot be the Chairperson appointed at the level of ABC Banking. The proceedings of committees shall be recorded by the Company Secretary and shall be reported to the Board on a quarterly basis for information and/or discussion by the full Board.

The Board shall establish the following committees to which it shall delegate some of its duties:

#### **1. Audit and Risk Committee (ARC)**

The Audit and Risk Committee (the "ARC Committee") shall be established by the Board of Directors to assist in safeguarding assets, ensuring adequate control processes, and maintaining accurate financial reporting. This ARC Committee shall merge the functions of an Audit Committee and Risk Management Committee to provide comprehensive oversight on audit, risk management, and compliance matters.

This ARC Committee is integral to upholding transparency, accountability, and regulatory compliance. It evaluates internal controls, reviews financial statements, and oversees external audits. Additionally, it monitors and manages compliance risks to ensure ethical operation within legal boundaries.

As a strategic partner to the Board, the ARC Committee shall provide insights and recommendations for informed decision-making, contributing to the company's long-term sustainability and resilience. Operating with independence and integrity, it shall promote transparency and trust among stakeholders, reflecting the company's commitment to sound governance practices.

##### **a) Financial Statements**

The ARC Committee will examine and review the annual financial statements, the interim reports, the accompanying reports to shareholders, the preliminary announcement of results and any other announcement regarding the Company's results or other financial information to be made public, prior to submission and approval by the Board.

This shall include:

- (i) The assessment whether the accounting practices of the bank are appropriate and within the bounds of acceptable practice.
- (ii) Review of the audited financial statements for adequacy before their approval by the board.

##### **b) Internal Control**

The ARC Committee shall:

- (i) Review the effectiveness of the Company's systems of internal control, including internal financial control and business risk management and information technology security and control;
- (ii) Understand the scope of internal and external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses;
- (iii) Review the adequacy of corrective action taken in response to significant internal and external auditors' findings; and
- (iv) Review of any transactions brought to its attention by auditors or any officers of the institution, or that might otherwise come to its attention, which might adversely affect the financial condition of the institution;

##### **c) Internal Audit**

The ARC Committee shall also monitor and supervise the effective function of the internal audit, ensuring that the roles and functions of the external audit with internal audit are sufficiently clarified and co-ordinated to provide an objective overview of the operational effectiveness of the Company's systems of internal control and reporting. This will include:

- (i) Review the internal audit function's compliance with its mandate as approved by the ARC Committee;
- (ii) Consider the appointment, dismissal or re-assignment of the Head of Internal Audit;
- (iii) Review and approve the internal audit charter, risk based internal audit annual plan and internal audit's conclusions with regard to internal control;

- (iv) Review significant matters reported by the internal audit function;
- (v) Review the objectives and the operations of the internal audit function;
- (vi) Assess the adequacy of performance of the internal audit function, and the adequacy of available internal audit resources;
- (vii) Review the co-operation and co-ordination between the internal and external audit functions and co-ordinate the formal internal audit work plan with external auditors to avoid duplication of work;
- (viii) Review significant differences of opinion between management and the internal audit function;
- (ix) Evaluate the independence and effectiveness of the internal auditors;
- (x) Review special investigations into matters within its scope, for example, evaluations of the effectiveness of the Company's internal control, cases of employee fraud, misconduct or conflict of interest.

The ARC Committee shall also give recommendations on any potential conflict of interest or questionable situations of a material nature.

#### **d) External Audit**

With regard to the conduct of the external audit, the ARC Committee shall

- (i) Recommend to shareholders the appointment, removal, and remuneration of external auditors.
- (ii) Approve the engagement letter setting out the scope and terms of external audit.
- (iii) Evaluate the skills, resources and independence of the external auditor firm, its practices for quality control and consider any non-audit services rendered by such auditors as to whether this substantively impairs their independence;
- (iv) Evaluate the performance of the external auditor;
- (v) Consider and make recommendations on the appointment and retention of the external auditor, and any questions of resignation or dismissal of the auditor;
- (vi) Agree to the timing and nature of reports from the external auditor;
- (vii) Discuss with Senior Management and the external auditor on the overall results of the audit, the quality of the financial statements and any concerns raised by external auditors, including:
  - key areas of risk for misinformation in the financial statements, including critical accounting policies, accounting estimates and financial statement disclosures;
  - changes in audit scope
  - whether the external auditor considers the estimates used as aggressive or conservative within an acceptable range;
  - any significant or unusual transactions; and
  - internal control deficiencies identified during the course of the audit.
- (viii) make suggestions on problem areas that the audit can address;
- (ix) consider whether any significant ventures, investments or operations are not subject to external audit;
- (x) review the overall audit role, explore objectives, minimise duplication, discuss the implications of new auditing standards and ensure that the external audit fee will sustain a proper audit and provide value for money;
- (xi) obtain assurance from the external auditor that adequate accounting records are being maintained.

#### **e) Compliance**

The ARC Committee should ensure that there is appropriate structure in place for identifying, monitoring, and managing compliance risk as well as a reporting system to advise the ARC Committee and the Board of instances of non-compliance on a timely basis.

#### **f) Risk Management**

From a risk management perspective, the ARC Committee shall:

- (i) Together with the Company's legal advisors, review any legal matters that could have a significant impact on the Company's business.
- (ii) Advise the Board on the Company's overall current and future risk appetite, overseeing Senior Management's implementation of the risk appetite framework and reporting on the state of risk culture in the Company. All corporate, operational, and financial policies should support the framework, which should be forward-looking and consistent with the Company's short-term and long-term strategic plan. The framework should set benchmarks as to the acceptable risk limits, taking into account relevant financial, operational, and macroeconomic factors.
- (iii) Monitor the quality of assets.
- (iv) Provide prior endorsement for the appointment and removal of the Head of Risk.
- (v) Review periodically the strategy and risk management framework

#### **Major Tasks**

- (i) Identification of principal risks, including those relating to credit, market, liquidity, operational, compliance, and reputation of the institution, and actions to mitigate the risks;
- (ii) Appointment of the Head of Risk who, among other things, shall provide assurance that the oversight of risk management is independent from operational management and is adequately resourced with proper visibility and status in the organisation;
- (iii) Ensuring independence of the Head of Risk from operational management without any requirement to generate revenues;
- (iv) Ensuring the regular reporting of Head of Risk to the ARC Committee, Senior Management and the Board on his activities and findings relating to the Company's risk appetite framework;

- (v) Ensuring the regular reporting of the Head of Compliance on the status of compliance risks at the bank;
- (vi) Review of periodic reports on risk exposures and activities to manage risks;
- (vii) Review and approve technology and cyber risk strategies, frameworks, and policies at least annually or more frequently depending on the threat landscape; and
- (viii) Formulation and recommendation to the Board on risk management issues.

#### **Reporting and Accountability**

The chairperson will report committee activities to the Board quarterly and attend the annual general meeting to address relevant matters. The committee may seek professional advice inside or outside the company to fulfil its duties.

#### **Membership & Composition**

Consisting of at least two independent directors, the ARC Committee will elect its chairperson. Key executives and auditors may attend meetings, but non-members will not vote.

#### **Meetings and Proceedings**

The ARC Committee will meet quarterly, with any two members forming a quorum. It may call further meetings as necessary, investigating activities within its purview and accessing any required information or professional advice.

#### **Authority and Resources**

Authorized to investigate within its scope, require employee attendance, and obtain professional advice as needed, the ARC Committee will have access to necessary information to fulfil its duties.

## **2. Corporate Governance and Nominations & Remuneration Committee (CGNRC)**

The Corporate Governance and Nominations & Remuneration Committee (the “CGNRC Committee”), shall be established by the Board of Directors, shall be responsible for making recommendations on corporate governance provisions and new board appointments, ensuring the Company’s effectiveness and compliance with prevailing principles. The CGNRC Committee shall be constituted to ensure that the reporting requirements with regard to corporate governance, whether in the annual report or on an ongoing basis, are in accordance with the principles set out by the Bank of Mauritius and the Code of Corporate Governance. To ensure that the Board remains effective and focused, the CGNRC Committee will regularly review the balance and effectiveness of the Board, identify the skills needed and those individuals who might best be seen to be providing such skills in a fair and thorough manner.

#### **Corporate Governance Responsibilities:**

- (i) Develop the corporate governance framework in line with the Code of Corporate Governance
- (ii) Prepare the Corporate Governance Report for the Annual Report.
- (iii) Ensure compliance with disclosure provisions in the Code of Corporate Governance.

#### **Nominations & Remuneration Responsibilities:**

- (i) Establish and periodically review Board compensation policy.
- (ii) Prepare remuneration packages for directors, senior managers, and key personnel.
- (iii) Recommend incentive packages to enhance staff performance.
- (iv) Identify qualified candidates for Board membership and leadership positions.
- (v) Establish selection criteria for directors and evaluate current directors’ performance.
- (vi) Recommend nominees for each Board committee.
- (vii) Evaluate current directors’ performance and attendance.
- (viii) Facilitate thorough orientation on governance and strategic issues for Board members.

#### **Membership & Composition**

The CGNRC Committee shall consist of at least three members, with a majority being non-executive or independent directors. The Chairperson should be an independent director.

#### **Meetings and Proceedings**

The CGNRC Committee will hold meetings as deemed appropriate, with a minimum of one annual meeting. Meetings should maximize attendance, and any member may call a meeting at any time. The quorum for decisions shall be any two members present throughout the meeting.

The CGNRC Committee may obtain external advice as necessary and shall have access to professional advice inside and outside the company.





