



Proposed Capital Restructuring
CIRCULAR TO SHAREHOLDERS

RESPONSIBILITY STATEMENT

This Circular, for which the Directors collectively and individually accept full responsibility, includes information about the Company and to the planned capital restructuring. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Circular misleading.

BDO & Co have been appointed by the Directors to advise & assist on:

1. Preparation of the circular to shareholders,
2. Prepare & monitoring of a calendar of principal events,
3. Assist in the preparation of accounts integration for the capital reduction and the plan short form amalgamation between Haute Rive Holdings Limited, Circle Square Holding Company Ltd with BlueLife Limited, and
4. Assist in preparation of tax computations and final return on completion of the capital restructuring exercise

On 13 February 2023, the Board of Directors approved the capital restructuring.

Approved by the Board of BlueLife and signed on his behalf by:

Jean Claude Bega
Chairman

Hugues Lagesse
Chief Executive Officer and
Executive Director

This document serves as an Information Notice in respect of a reduction of the stated capital of BlueLife Limited (BLL) and a short form amalgamation of Haute Rive Holdings Limited (HRHL) and Circle Square Holding Company Ltd (CSHL) with BlueLife Limited. The surviving company shall be BlueLife Limited.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This circular (the “Circular”) is issued for the purpose of providing information to the shareholders of BlueLife Limited (“BLL” or the “Company”) in respect of the proposed reduction of the stated capital by absorbing accumulated losses of the Company (the “Capital Reduction”) and in a second phase the short form amalgamation (the “short form amalgamation”) of HRHL and CSHL with BLL.

The Board proposes to reduce the capital of the Company by absorbing accumulated losses of MUR 1,652,688,178, amalgamation losses of MUR 79,882,132 and cater for ECL risk on current account with Haute Rive OFL Ltd for an amount of MUR 71,887,192. The proposal will be submitted to the shareholders of BLL for approval at a forthcoming special shareholders’ meeting scheduled on 24 March 2023 at 09 30hrs.

The directors consider the proposed capital reduction to be in the best interests of the Company and its shareholders as a whole. Accordingly, the directors unanimously recommend to all shareholders to vote in favour of the resolution to be proposed at the Special Meeting as set out in the notice of meeting.

If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to consult immediately a person who specialises in advising on share capital reduction and short form amalgamation. The contents of this document are not to be construed as legal, business or tax advice. Each shareholder should consult his, her or its own legal adviser, independent financial adviser or tax adviser for legal, financial or tax advice. Shareholders should rely only on the information in this document. No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied on as having been authorised by the Company.

BLUELIFE LIMITED

BlueLife (previously known as FUEL Properties Limited) is a public company limited by shares, incorporated in Mauritius on 16 April 2004. BlueLife bears registration number C07050411 and its registered office is situated at 4th Floor, IBL House, Caudan Waterfront, Port Louis, Mauritius.

BlueLife is listed on the Official Market of the SEM and is also registered as a “Reporting Issuer” with the Financial Services Commission in line with the Securities Act 2005.

BlueLife’s assets and investments are represented in three different segments: Property, Hospitality & Leisure and Service.

As at 31 December 2022, the stated capital of BlueLife was made up of 1,154,942,099 Ordinary Shares of no par value amounting to MUR. 3,770,370,310.

13 February 2023

1 - Key terms and definition

BLL, BlueLife	BlueLife Limited
Board	The Board of Directors of BlueLife Limited
CSHL	Circle Square Holding Company Ltd
Directors	The directors of BlueLife Limited
ECL	Expected Credit Loss
Group	BlueLife Limited and its subsidiaries
HRHL	Haute Rive Holdings Limited
HR OFL	Haute Rive Ocean Front Living Ltd
HR PDS	Haute Rive PDS Company Ltd
MUR	Mauritian rupees

2 - Introduction

On 13 February 2023, the Board of BLL issued a communiqué and a notice informing the Company's shareholders and the public in general that it intends to put forward a proposal for the reduction of the Company's stated capital (the "Capital Reduction") for approval by shareholders at the Special Shareholders Meeting. The purpose of this circular is to provide you with information relating to details of the Capital Reduction and in a second phase the short form amalgamation of HRHL and CSHL into BLL.

3 - Rationale

With the realignment of the BLL Group strategies in a post pandemic era and in view of increasing shareholders value, the restructuring of BLL through the reduction of capital followed by the amalgamation of HRHL and CSHL into BLL will result in a leaner structure.

This new holding company will enable BLL to be more agile, with the optimised operational structures, allowing the company to benefit directly from the enhanced value of all its owned subsidiaries.

The Board is satisfied on reasonable grounds that the Company will satisfy the Solvency Test as defined in section 6(1) of the Act immediately after the completion of the transactions.

The board is therefore proposing the following:

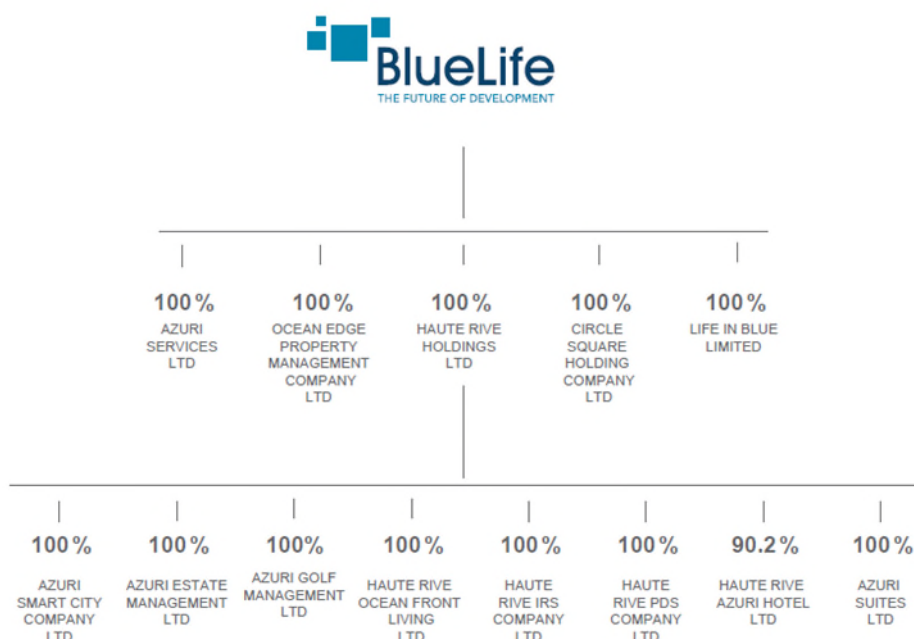
Step 1

Absorption of accumulated losses of MUR 1,652,688,178 based on unaudited half-year results ended December 31, 2022 and an additional MUR 79,882,132 to cater for losses on amalgamation based on step 2 and to create a reserve of MUR 71,887,192 to provide for ECL risk on current accounts between HRHL and HR OFL.

Step 2

Should step one be approved, the board will then proceed with the short form amalgamation of Haute Rive Holdings Limited and Circle Square Holding Company Ltd with BlueLife Limited where the surviving company shall be BlueLife Limited.

4 - BlueLife organisation structure prior to the transactions



Note: On 9 February 2023, the Directors of Haute Rive Holdings Limited and Haute Rive PDS Ltd have approved the short form amalgamation of HR PDS with and into HRHL, which will remain the surviving company.

5 - Capital Reduction

5.1 Timeline



5.2 Shareholding structure

As at 31 December 2022, the stated capital of BlueLife was made up of 1,154,942,099 Ordinary Shares of no par value amounting to MUR. 3,770,370,310. Total Equity value stood at MUR 2,119,704,502.

Upon completion of the reduction in capital, BlueLife is expected to have a stated capital of MUR 2,037,800,000 made of 1,154,942,099 fully paid-up shares with an unchanged Total Equity value of MUR 2,119,704,502.

Current shareholding as at December 31, 2022

Name of Shareholders	Percentage Held (%)
IBL Ltd	57.411
GML Ineo Ltee	8.321
MCB Equity Fund	5.867
Others	28.401
Total	100.000

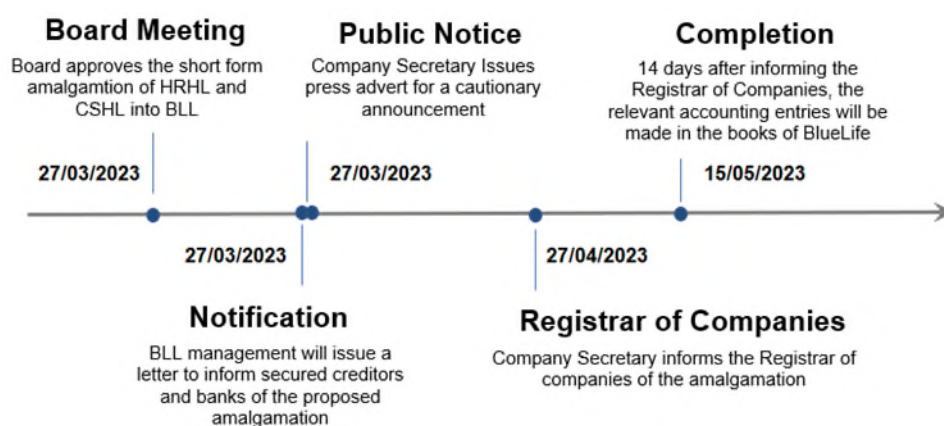
There will be no dilution of the current shareholding on completion of the transaction.

5.3 Statement of Financial Position before and post capital reduction

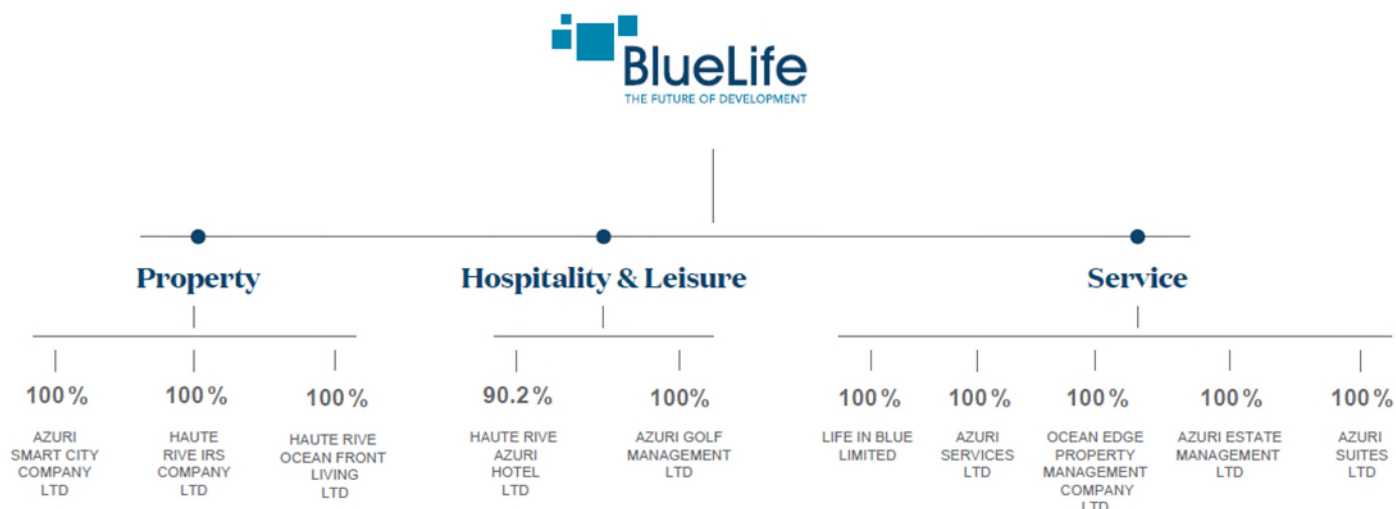
	THE COMPANY Unaudited 31 Dec 2022 MUR	THE COMPANY Post Capital Reduction MUR
ASSETS		
Non-Current Assets	1,759,178,815	1,759,178,815
Current Assets	983,858,505	983,858,505
TOTAL ASSET	2,743,037,320	2,743,037,320
EQUITY & LIABILITIES		
Stated Capital	3,770,370,310	1,965,915,000
Other Reserves	2,022,370	2,022,370
Retained Earnings	(1,652,688,178)	151,767,132
TOTAL EQUITY	2,119,704,502	2,119,704,502
Non-Current Liabilities	302,357,763	302,357,763
Current Liabilities	320,975,055	320,975,055
TOTAL LIABILITIES	623,332,818	623,332,818
TOTAL EQUITY & LIABILITIES	2,743,037,320	2,743,037,320

6 - Short Form Amalgamation

6.1 Timeline



6.2 BlueLife organisation structure post amalgamation



6.3 Statement of Financial Position post capital reduction and short form amalgamation

	THE COMPANY Post Capital Reduction MUR	THE COMPANY Post Amalgamation MUR
ASSETS		
Non-Current Assets	1,759,178,815	2,276,873,850
Current Assets	983,858,505	523,282,905
TOTAL ASSET	2,743,037,320	2,800,156,755
EQUITY & LIABILITIES		
Stated Capital	1,965,915,000	1,965,915,000
Other Reserves	2,022,370	2,969,748
Retained Earnings	151,767,132	71,294,574
TOTAL EQUITY	2,119,704,502	2,040,179,322
Non-Current Liabilities	302,357,763	377,722,186
Current Liabilities	320,975,055	382,255,247
TOTAL LIABILITIES	623,332,818	759,977,433
TOTAL EQUITY & LIABILITIES	2,743,037,320	2,800,156,755
Number of Shares	1,154,942,099	1,154,942,099
NAV per Share MUR	1.835	1.766

Note: The reduction in Total Equity of the Company post Step 2 of the capital restructuring, impacting the NAV per share, is explained by the absorption of retained losses of MUR 2.85m incurred by CHSL as at 31 December 2022 and by an amalgamation adjustment of MUR 76.67m for HRHL which arose from the pre-amalgamation of HR PDS into HRHL (HR PDS was carrying a retained loss of MUR 119m). This reduction does not impact the Group NAV as HR PDS was already included in Group Accounts consolidation.

7 - Corporate information on BLL

Company information

Company legal and commercial name	BlueLife Limited
Date of incorporation	16 th April 2004
Country of incorporation	Mauritius
Business Registration Number	C07050411
Type of Company	Public company limited by shares incorporated under the Companies Act 2001
Registered Address	4 th Floor, IBL House Caudan Waterfront Port Louis

Third party information

Company Secretary	IBL Management Ltd IBL House Caudan Waterfront Port Louis
Share registry	DTOS 10th Floor, Standard Chartered Tower, 19, Cybercity, Ebene
Auditors	RSM (Mauritius) LLP Chartered Accountants Moka