

UNITED INVESTMENTS LTD

EXPLANATORY STATEMENT

SHARE BUY BACK

This document serves as (i) Explanatory Statement to the shareholders of United Investments Ltd ("**UIL**" or "**the Company**") in relation to the proposed buy back by UIL of 20,162,513 no par value ordinary shares held by 11 shareholders in UIL, at a price of Rs. 8.38 per share, representing a 2.1% premium to the NAV per share, which on March 31, 2023, stood at Rs. 8.21 per share ("**the Share Buy Back**"); and (ii) a notice convening a Special Meeting of shareholders of UIL together with the proxy form to consider for approval the Share Buy Back and an amendment to the constitution of UIL.

The 20,162,513 no par value ordinary shares represent 9.88 percent of the issued stated capital of UIL.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

For a full appreciation of this Explanatory Statement, the document should be read in its entirety. If you are in any doubt about the action you should take, you should consult your financial advisor or investment dealer immediately.

This Explanatory Statement is not a prospectus and does not constitute an offer or invitation to any person to subscribe for shares in UIL. The Explanatory Statement has been prepared for the purpose of complying with the requirements stipulated in the Securities (Purchase of Own Shares) Rules 2008.

This Explanatory Statement is dated 31 October 2023

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1. DEFINITIONS

In this document, the following words and expressions shall bear the following meanings except where the context otherwise requires:

Board	The board of directors of UIL.
Buyback Rules	The Securities (Purchase of Own Shares) Rules 2008, being the rules made by the SEM under Section 13(2)(f) of the Securities Act 2005 of Mauritius.
Buyback Shares	20,162,513 no par value ordinary shares held by 11 shareholders in UIL.
Companies Act	The Companies Act 2001.
Constitution	The Constitution of UIL dated 24 November 2010, as amended on 29 November 2019.
the Company or UIL	United Investments Ltd, an investment holding company listed on the DEM with a diversified portfolio of investments involved in financial services and non-financial services in various sector of the Mauritian economy and overseas.

DEM	The Development & Enterprise Market of the SEM.
FSC	The Financial Services Commission.
Rs.	Mauritian Rupees.
SEM	The Stock Exchange of Mauritius Ltd.
Share Buy Back	The buy back by UIL of 20,162,513 no par value ordinary shares held by 11 pre-identified shareholders in UIL, at a price Rs. 8.38 per share, representing a 2.1% premium to the NAV per share, which on March 31, 2023, stood at Rs. 8.21 per share. The 20,162,513 no par value ordinary shares represent 9.88 percent of the issued share capital of UIL.
Shareholders' Resolutions	the resolutions contained in the notice convening a Special Meeting enclosed with the Explanatory Statement.
Special Meeting	A meeting of shareholders of UIL, other than an annual meeting, to be held on 29 November 2023 to propose the Shareholders' Resolutions.

2. CHAIRMAN'S LETTER

31 October 2023

Dear Shareholder,

The Board of Directors of UIL has, on 23 August 2023 and 31 October 2023 reconfirmed their approval and taken note of the decisions described below. The purpose of this document is to explain the nature of these decisions and seek the approval of shareholders to proceed with them.

The Transaction

The Board of Directors of UIL ("**the Board**") has approved the signature of a conditional amended and restated share purchase agreement (the "**SPA**") in respect of the sale of AXYS Group of Companies (the "**Sale**"), representing all its operational financial services subsidiaries (the "**Target Subsidiaries**") to Alternativ Capital Investments Ltd ("**ACI**"). ACI is a consortium of investors including foreign investors but also some key members of the AXYS management, who are also shareholders of the Company.

The SPA is subject to conditions precedent including the approval of the Bank of Mauritius.

The consideration for the Sale under the SPA is broken down into (i) an upfront consideration payable at completion and which amounts to Rs1.1bn ("**Upfront Consideration**"), as adjusted pursuant to a share swap (the "**Share Swap**") of the Company's shares owned by certain employees into the shares of ACI (as explained below), (ii) a consideration of Rs 57.021m to be paid on the first anniversary of completion, which consideration represents the aggregate audited profits of the Target Subsidiaries (and underlying investee companies) for the financial year end 30 June 2022, (iii) a consideration of Rs 111.275 m to be paid on the first anniversary of completion, which consideration represents the total realised net profits of the Target Subsidiaries (and underlying investee companies) for the financial year end 30 June 2023 (the "**FY 23 Profits**"), as reflected in the latest financial statements of these entities and as may be adjusted on terms and conditions of the SPA, (iv) a deferred consideration of Rs300m to be paid on the second anniversary of completion of the Sale and (v) an Earn Out consideration (the "**Earn Out**").

The Earn Out is a contingent consideration to be paid on the third anniversary of completion of the Sale based on the calculation mechanism already agreed in the SPA. The Earn Out is payable in Mauritian Rupees and is estimated to be MUR 146,824.8m. The Share Swap entails the shares owned by 11 shareholders linked to AXYS management being bought back by the Company (the "**Share Buy Back**") and the proceeds of the Share Buy Back shall be applied by those shareholders to subscribe for shares in ACI and thus offset against the Upfront Consideration. This will result into an upfront cash consideration of MUR931.0 million.

The Share Buy Back

The Board has thus authorised the Share Buy Back of 20,162,513 no par value ordinary shares held by the 11 identified shareholders in UIL at a price of Rs. 8.38 per share, representing a 2.1% premium to the NAV per share, which on March 31, 2023, stood at Rs. 8.21 per share.

UIL had obtained a derogation from the Financial Services Commission (“**FSC**”) from the requirements of rule 3(d)(ii)(B) of the Securities (Purchase of Own Shares) Rules 2008 (the “**Buyback Rules**”) in connection with the Share Buy Back and the purchase price, subject to the following conditions (i) UIL convening a shareholders meeting convening all shareholders in accordance with its Constitution and the Companies Act; (ii) Special Shareholders' Resolution approving the Share Buyback transaction and Share Buyback price of Rs 8.38; and (iii) Ensure that the Share Buyback is conducted in compliance with the Companies Act.

The implementation of the Share Buyback will also be subject to the conditions set out in the SPA being fulfilled.

The 20,162,513 no par value ordinary shares represent 9.88 percent of the issued share capital of UIL.

The Board has also decided that the said shares bought by UIL under the Share Buy Back be cancelled.

Following the completion of the Share Buy Back, the holding of Terra Mauricia Ltd (“**Terra**”) in UIL will increase from 29.03% to 32.21%. One of the conditions to completing the Sale and the Share Buy Back is that Terra should not be required to make a mandatory offer under rule 33 of the Securities (Takeover) Rules 2010 (the “**Takeover Rules**”). Terra has obtained a confirmation from the FSC that the mandatory offer requirements under rule 33 of Takeover Rules shall not apply to Terra on the basis that the following process is adopted (the “**Agreed Process**”):

1. Terra's voting rights in UIL shall be limited to 29.03% in the constitution of UIL even if it will hold 32.21% following the Share Buyback. This voting limitation shall lapse if Terra acquires additional voting shares in UIL in excess of 32.21%. The lapse of the voting limitation would result in Terra having to make a mandatory offer under the Takeover Rules if required by the Takeover Rules or in the absence of any relevant derogation;
2. Terra will not participate in the Special Meeting of shareholders of UIL and accordingly will not vote on the resolution to consider and approve the Share Buy Back;
3. The proposed amendment to UIL's constitution be presented to UIL's shareholders for consideration, being as follows:
“Notwithstanding Terra's current shareholding of 32.21%, Terra's voting rights in UIL shall be limited to 29.03% of voting shares in UIL provided that such voting limitation shall cease to apply and accordingly lapse if Terra acquires additional voting shares in UIL in excess of 32.21%.”.
(the “**Constitution Amendment**”)

Terra has communicated to UIL its agreement to adhere to the above process and to the relinquishment of its voting rights as per the Constitution Amendment.

The Board has approved the proposed amendment to the Constitution subject to the approval of the shareholders by way of special resolution being obtained.

Accordingly, the approval of shareholders of UIL is required to proceed with the Constitution Amendment and with the Share Buy Back pursuant to the Buyback Rules and the conditions imposed by the FSC. You will find on pages 8 to 18 the information to be provided to the shareholders of UIL in relation to the Share Buy Back in compliance with the requirements stipulated in the Buyback Rules.

Recommendation

The Board considers that the above decisions and current proposals set out are in the best interests of all shareholders and unanimously recommend that the shareholders of UIL vote in favour of the Shareholders' Resolutions to be proposed at the Special Meeting.

Yours faithfully,



Jean Didier Merven
Chairman
United Investments Ltd

3. SHARE BUY BACK AND CONSTITUTION AMENDMENT

- 3.1. The approval of the Share Buy Back was reconfirmed by the Board of Directors of UIL on 23rd August 2023 in accordance with the provisions of the Companies Act and its Constitution.

The Board considers that the Share Buy Back is in the best interests of all shareholders given that it is in the context of the realisation of UIL's investments in its financial services subsidiaries which will result in reduction of its debt exposure and increasing the remaining shareholders' stake in UIL.

- 3.2. UIL proposes to buy back 20,162,513 no par value ordinary shares held by 11 identified shareholders in UIL. The 20,162,513 no par value ordinary shares represent 9.88 percent of the issued share capital of UIL.
- 3.3. The Share Buy Back will be conducted on a normal trading day on the Crossing Board of the SEM and is proposed to occur on 06 December 2023, one week after the shareholders' approval, subject to receipt of the approval of the Bank of Mauritius in respect of the Sale transaction (the "final regulatory approval"). The implementation of the Share Buy Back is dependent on the conditions to the Sale being fulfilled and therefore the timetable for implementation of the Share Buy Back may be amended if deemed necessary by the Board to ensure satisfaction of the conditions precedent to the Sale. The Board shall notify the shareholders of UIL of any such change.
- 3.4. The cost of financing the Share Buyback will be an offset against the Upfront Consideration of the Sale, while the net proceeds of the Upfront Consideration will be used to reduce debt level of UIL Group.
- 3.5. The proposed purchase price of the shares is Rs. 8.38 per share, representing a 2.1% premium to the NAV per share, which on March 31, 2023, stood at Rs. 8.21 per share.
- 3.6. Following the Share Buy Back, the Buyback Shares will be cancelled.
- 3.7. A report addressed to the Board of Directors by the auditors of the Company is set out on page 12, stating that they have inquired into the state of affairs of the Company and that the Board has formed the opinion on reasonable grounds and that the Company will not, having regards to its state of affairs, be rendered insolvent within a period of one year from 18 August 2023 following the Share Buy Back.
- 3.8. The Company requires shareholders' approval by way of a special resolution in order to implement (i) the Share Buy Back in terms of 3(d)(i) of the Buyback Rules and the conditions imposed by the FSC and (ii) the Constitution Amendment in terms of clause 33 of the Constitution and section 44(2) of the Companies Act.
- 3.9. A Special Meeting of the shareholders of UIL will be held at 10:15 hours on 29 November 2023 at the 6th Floor, Dias Pier Building, Caudan, Port Louis, Mauritius for the purpose of

considering and, if deemed fit, passing, with or without modification, the Shareholders' Resolutions required to approve the Share Buy Back and the Constitution Amendment. The attention of the shareholders is also drawn to the fact that each of the Shareholders Resolution is conditional to each other given that they are both connected. A notice convening such Special Meeting is attached hereto and forms part of this document.

- 3.10. Pursuant to the Agreed process (as set out in the Chairman's letter), Terra will not participate in the Special Meeting and accordingly not vote on the matters to be considered at the Special Meeting.
- 3.11. The shares of Mr Michel Guy Rivalland as a director and significant shareholder of UIL will be purchased by the Company as part of the Share Buy Back. Save for the aforementioned, there has been no offer to sell shares by any other member of the Board of Directors and by any other substantial shareholder. In addition, part of the shares of Goldstream Ltd, in which Mr Didier Merven is currently a director, will also be part of the Share Buy Back.
- 3.12. A summary of the Company's audited accounts for the last three years is set out on pages 16 to 18. The annual reports of UIL for the above periods are available for inspection at the Registered Office of the Company, 6/7th Floor, Dias Pier Building, Le Caudan Waterfront, Caudan, Port Louis 11307, Mauritius and its website www.uil.mu.
- 3.13. Stock Market Data
Market prices during the preceding year were as follows:

	September 30, 2022 to September 30, 2023	Rs.
Highest Market Price	September 7 1, 2023 to September 11, 2023	6.70
Lowest Market Price	March 30,2023 to April 04, 2023	3.70
Average Market Price		4.49

Monthly high and low prices and volumes traded for the past 6 months were as follows:

Month	Highest Market Price (Rs.)	Lowest Market Price (Rs.)	Volume of Shares Traded (#)	Value of shares Traded (Rs.)
April 2023	5.00	3.70	127,094	520,190
May 2023	4.90	4.00	69,367	303,110
June 2023	4.80	4.30	256,235	1,111,353

July 2023	4.90	4.30	392,763	1,835,430
August 2023	6.00	4.30	115,551	639,114
September 2023	6.70	5.00	228,329	1,332,935

The market price on 24th August 2023, the day after the Board has reconfirmed the Share Buy Back's approval, was Rs. 4.36.

3.14. Capital Structure

The capital structure movement of UIL since its listing on DEM on January 10, 2007 was as follows:

Financial Year ("FY")	No. of shares July 1,	Issue of shares during the year	No. of shares June 30,	Rs.
FY2007	480,000	-	480,000	480,000
FY2008	480,000	19,440,045	19,920,045	19,920,045
FY2009	19,920,045	763,889	20,683,934	20,683,934
FY2010	20,683,934	-	20,683,934	20,683,934
FY2011	20,683,934	105,112,344	125,796,278	125,796,278
FY2012	125,796,278	25,665,885	151,462,163	151,462,163
FY2013	151,462,163	-	151,462,163	151,462,163
FY2014	151,462,163	-	151,462,163	151,462,163
FY2015	151,462,163	-	151,462,163	151,462,163
FY2016	151,462,163	-	151,462,163	151,462,163
FY2017	151,462,163	52,631,579	204,093,742	651,462,163
FY2018	204,093,742	-	204,093,742	651,462,163
FY2019	204,093,742	-	204,093,742	651,462,163
FY2020	204,093,742	-	204,093,742	651,462,163
FY2021	204,093,742	-	204,093,742	651,462,163
FY2022	204,093,742	-	204,093,742	651,462,163

FY 2023	204,093,742	-	204,093,742	651,462,163
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- 3.15. The capital structure of the Company is currently made up of 204,093,742 no par value issued and fully paid ordinary shares.
- 3.16. The substantial shareholders of UIL as at September 30, 2023 are detailed in the table below:

No Par Value Ordinary Shares		
	Number	%
Terra Mauricia Ltd	59,251,185	29.0
Firefox Ltd	41,998,056	20.6
Portfolio Investment Management Limited	19,009,474	9.3
Michel Guy Rivalland	17,749,763	8.7
Jason Limited	11,018,822	5.4

Ownership of the ordinary share capital was as follows as at September 30, 2023:

Number of Shareholders	Size of Shareholding	Number of Shares owned	% Holding
468	1 - 500 shares	90,314	0.04
155	501 - 1,000 shares	120,906	0.06
427	1,001 – 5,000 shares	1,067,900	0.52
165	5,001 – 10,000 shares	1,163,458	0.57
170	10,001 – 50,000 shares	3,902,230	1.91
39	50,001 – 100,000 shares	2,801,381	1.37
23	100,001 – 250,000 shares	3,805,240	1.86
22	250,001 – 500,000 shares	8,322,848	4.08
9	500,001 – 1,000,000 shares	5,915,204	2.90
20	Over 1,000,001	176,904,261	86.68

1,498	204,093,742	100.00
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- 3.17. The Company and its Directors accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Company and the Directors, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information and the Company has complied with all applicable laws in relation to this document.

4. AUDITOR'S REPORT



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P.O. Box 799

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August 18, 2023

The Board of Directors
United Investments Limited
6th Floor, Dias Pier Building
Le Caudan Waterfront
PORT LOUIS

Dear Sirs,

REPORT IN CONNECTION WITH SECTION 6 OF THE SCHEDULE TO THE SECURITIES (PURCHASE OF OWN SHARES) RULES 2008 RELATING TO REPORT TO THE DIRECTORS OF THE COMPANY BY THE AUDITORS

Our report relates to the proposed share buyback by United Investments Limited ('UIL'), ('the Company') and is solely to report to the Board of Directors that we have inquired into the Company's state of affairs and that the Board of Directors have formed the opinion on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the share buyback. Our report is not to be used for any other purpose.

Responsibilities of the Engaging Party and the Responsible Party

The Board of UIL (the Engaging Party) have acknowledged that the agreed-upon procedures are appropriate for the purpose of the engagement.

The Board of UIL (also the Responsible Party) is responsible for the subject matter on which the agreed-upon procedures are performed.

The Board of UIL accepts full responsibility for the accuracy and completeness of information provided for the purpose of this report.

Practitioner's Responsibilities

We have conducted the agreed-upon procedures engagement in accordance with the International Standard on Related Services (ISRS) 4400 (Revised), *Agreed-Upon Procedures Engagements*. An agreed-upon procedures engagement involves performing the procedures that have been agreed with the Directors of UIL, and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness of the agreed-upon procedures.

Professional Ethics and Quality Management

We have complied with the ethical requirements in accordance with the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (Including International Independence Standards) (the 'IESBA Code')*. For the purpose of this engagement, there are no independence requirements with which we are required to comply.

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Our firm applies International Standard on Quality Management (ISQM) 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

Procedures

We have performed the procedures agreed with you and enumerated below to provide the Board of Directors of UIL a report in connection with the proposed share buyback of 20,162,513 shares at MUR 8.38 each for a total consideration of MUR 168,961,859, in accordance with the Mauritian Securities Act 2005 and in compliance with the Mauritian Companies Act 2001. Our engagement was undertaken in accordance with the International Standard on Related Services ISRS 4400 applicable to agreed-upon procedures engagements. The procedures were performed solely to report on the Company’s compliance in connection with the proposed share buyback and are summarised as follows:

1. Inquire with Management on the Company’s state of affairs as at the date of the share buyback.
2. Inquire with the Board of Directors whether they have formed the opinion on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year as from the date of the share buyback;
3. Inquire with the Board of Directors on the grounds of their assessment for forming their opinion mentioned in item 2 above; and
4. Obtain written representation from the Board of Directors that they have performed their assessment on reasonable grounds and are of the opinion that the Company will not be rendered insolvent within a period of one year as from the date of the share buyback.

The procedures mentioned above were based on:

- a) Adjusted Interim financial statements for the 9 months ended March 31, 2023; and
- b) Cash flow projections for 12 months up to June 30, 2024.

We report our findings below:

With respect to item 1, we inquired with Management on the Company’s state of affairs as at the date of the share buyback. We were provided with the latest interim financial statements as adjusted for IFRSs requirements, which were used for the purpose of the share buyback and summarised as follows:

Key financial indicators	March 31, 2023 Unaudited MUR’M
Total Assets	1,684.7
Total Liabilities	6.1
Share Capital and Share Premium	1,572.0
Retained Earnings	106.6
Share buyback	169.0
Split as follows:	
Share Capital and Share Premium	155.3
Retained Earnings	13.7

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We obtained representation from the Board of Directors that the state of affairs of the Company is not expected to deteriorate by the date of the share buyback.

The adjusted interim financial statements submitted incorporate fair value adjustments for the 9 months period ended March 31, 2023 which has been based on Management assumptions and best estimates and judgements based on conditions as at March 31, 2023 and as approved by the Board of Directors.

With respect to items 2 and 3, we inquired with the Board of Directors that they have formed the opinion on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the share buyback. We were provided with a projected cash flow for 12 months up to June 30, 2024, which included the payment of the share buyback and is summarised as follows:

Projected cash flow for 12 months up to June 30, 2024	MUR'M
Opening cash balance	1.9
Projected total cash inflows	1,741.0
Projected total cash outflows, including share buyback	(1,691.4)
Projected closing balance	50.9

Based on the projected cash flow as approved by the Board of Directors, the Company will remain solvent within a period of one year as from the date of the share buyback subject to the inflows as presented in the cash flows, be realised within the next twelve months from the date of the share buyback.

Actual results may be different from the forecast since anticipated events may not occur as expected and the variation may be material.

With respect to item 4, we have obtained the relevant representation from the Board of Directors.

Because the procedures described above do not constitute either an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements, we do not express any assurance on the above.

Had we performed additional procedures or had we performed an audit or review of the financial statements in accordance with International Standards on Auditing or International Standards on Review Engagements, other matters might have come to our attention that would have been reported to you.

Our report is solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose. BDO & Co assumes no responsibility whatsoever in respect of or arising out of or in connection with the contents of this report to third parties.

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5. AUDITED BALANCE SHEET AS AT JUNE 30, 2020 to 2022

STATEMENT OF FINANCIAL POSITION – JUNE 30, 2022, 2021, 2020

	THE GROUP			THE COMPANY		
	2020 Rs'000	2021 Rs'000	2022 Rs'000	2020 Rs'000	2021 Rs'000	2022 Rs'000
ASSETS						
Non-current assets						
Motor vehicle and equipment	136	318	614	-	-	-
Right-of-use assets	2,116	712	134	-	-	-
Investments classified at fair value through profit or loss	1,681,434	1,372,608	1,568,945	1,681,434	1,372,608	1,568,945
Other financial assets	14,103	10,875	8,640	14,103	10,875	8,640
Total non-current assets	1,697,789	1,384,513	1,578,333	1,695,537	1,383,483	1,577,585
Current assets						
Trade and other receivables	30,686	62,419	85,292	1,260	2,507	2,772
Cash and cash equivalents	2,182	4,309	21,390	1,281	115	52
Total current assets	32,868	66,728	106,682	2,541	2,622	2,824
TOTAL ASSETS	1,730,657	1,451,241	1,685,015	1,698,078	1,386,105	1,580,409
EQUITY AND LIABILITIES						
Share capital	651,462	651,462	651,462	651,462	651,462	651,462
Share premium	920,386	920,386	920,386	920,386	920,386	920,386
Actuarial reserve	-	3,189	1,084	-	-	-
Retained earnings / (revenue deficit)	138,013	(150,893)	97,144	121,707	(193,440)	2,710
Total equity	1,709,861	1,424,144	1,670,076	1,693,555	1,378,408	1,574,558
Non-current liabilities						
Retirement benefit obligations	5,120	2,420	4,894	-	-	-
Lease liabilities	769	151	-	-	-	-
Total non-current liabilities	5,889	2,571	4,894	-	-	-
Current liabilities						
Trade and other payables	13,504	23,908	9,894	4,515	7,697	5,851
Current tax liabilities	8	-	-	8	-	-
Lease liabilities	1,395	618	151	-	-	-
Total current liabilities	14,907	24,526	10,045	4,523	7,697	5,851
TOTAL EQUITY AND LIABILITIES	1,730,657	1,451,241	1,685,015	1,698,078	1,386,105	1,580,409
NAV per share	8.38	6.98	8.18	8.30	6.75	7.71

6. AUDITED INCOME STATEMENT FOR THE YEAR ENDED JUNE 30, 2020 to 2022

STATEMENT OF COMPREHENSIVE INCOME – YEAR ENDED JUNE 30, 2022, 2021, 2020

	THE GROUP			THE COMPANY		
	2020 Rs'000	2021 Rs'000	2022 Rs'000	2020 Rs'000	2021 Rs'000	2022 Rs'000
Revenue	21,495	23,949	26,907	1,168	1,385	1,609
Administrative expenses	(59,051)	(54,940)	(60,086)	(7,848)	(8,836)	(9,548)
Operating loss	(37,556)	(30,991)	(33,179)	(6,680)	(7,451)	(7,939)
Fair value movements on investments classified at fair value through profit or loss	(651,226)	(261,430)	279,911	(651,226)	(261,430)	279,911
Impairment losses on financial assets	-	-	-	(41,041)	(47,050)	(76,190)
Fair value gain on investment-related expenses	1	-	-	-	-	-
Finance income	4,696	3,629	1,545	3,607	784	368
Finance costs	(211)	(114)	(240)	(1)		
Profit/(loss) before tax	(684,296)	(288,906)	248,037	(695,341)	(315,147)	196,150
Income tax expense	-	-	-	-	-	-
Profit/(loss) for the year	(684,296)	(288,906)	248,037	(695,341)	(315,147)	196,150

7. AUDITED CASH FLOWS STATEMENT FOR THE YEAR ENDED JUNE 30, 2020 to 2022

STATEMENTS OF CASH FLOWS – YEAR ENDED JUNE 30, 2022, 2021, 2020

	THE GROUP			THE COMPANY		
	2020 Rs'000	2021 Rs'000	2022 Rs'000	2020 Rs'000	2021 Rs'000	2022 Rs'000
Operating activities						
Profit/(loss) before tax	(684,296)	(288,906)	248,037	(695,341)	(315,147)	196,150
<i>Adjustments for:</i>						
Depreciation of motor vehicle and equipment	128	176	179			
Amortisation on right-of- use assets	1,085	846	578			
Fair value movements on investments classified at fair value through profit or loss	651,226	261,430	(279,911)	651,226	261,430	(279,911)
Impairment losses on financial assets				41,041	47,050	76,190
Fair value gains on investment related expenses	(1)					
Retirement benefit obligation	4,054	489	369			
Gain on early termination of right-of-use assets		(5)				
Net unrealised gain on foreign exchange	(4,613)	(3,586)	(1,502)	(3,524)	(741)	(325)
Dividend income	(1,168)	(1,385)	(1,609)	(1,168)	(1,385)	(1,609)
Interest income	(83)	(43)	(43)	(83)	(43)	(43)
Interest expense	211	114	240	1		
	(33,457)	(30,870)	(33,662)	(7,848)	(8,836)	(9,548)
<i>Working capital adjustments:</i>						
Trade and other receivables	35,750	23,669	63,261	8,843	4,259	9,903
Trade and other payables	(2,295)	10,402	(14,014)	(2,070)	3,182	(1,846)
	(2)	3,201	15,585	(1,075)	(1,395)	(1,491)
Interest received	83	43	43	83	43	43
Interest paid	(1)		(206)	(1)		
Income tax paid		(8)			(8)	
Net cash flows generated from/(absorbed by) operating activities	80	3,236	15,422	(993)	(1,360)	(1,448)
Investing activities						
Purchase of motor vehicle and equipment	(120)	(358)	(474)			
Sale of motor vehicle and equipment		563				
Dividends received	1,168	194	1,385	1,168	194	1,385
Net cash flows form investing activities	1,048	399	911	1,168	194	1,385
Financing activities						
Principal paid on lease liabilities	(983)	(840)	(618)			
Payment on early termination of lease		(555)				
Interest paid on lease liabilities	(210)	(114)	(34)			
Net cash flow used in financing activities	(1,193)	(1,509)	(652)	0	0	0
Net increase/(decrease) in cash and cash equivalents	(65)	2,126	15,681	175	(1,166)	(63)
Cash and cash equivalents at July 1,	2,247	2,182	4,309	1,106	1,281	115
Effect of foreign exchange		1	1,400			
Cash and cash equivalents at June 30,	2,182	4,309	21,390	1,281	115	52

8. NOTICE OF SPECIAL MEETING OF SHAREHOLDERS OF UNITED INVESTMENTS LTD

Notice is hereby given that a Special Meeting of the Shareholders of United Investments Ltd (the “**Company**” or “**UIL**”) will be held at 6th Floor Dias Pier Building, Le Caudan Waterfront, Caudan, Port Louis, on 29 November 2023 at 10:15 hours for the purpose of considering and, if deemed fit, adopting with or without modification, the resolutions set out below.

The capitalised terms not defined in this notice shall have the same meaning as defined in the Explanatory Statement of which this notice forms part.

SPECIAL RESOLUTION 1: AUTHORITY TO BUY BACK AND CANCEL SHARES OF THE COMPANY

“RESOLVED THAT subject to receipt of the final regulatory approval and Special Resolution 2 being approved, (i) the Company is hereby authorised to buy back and cancel 20,162,513 of its own no par ordinary shares held by 11 shareholders pre-identified by the Company, at a price of MUR 8.38 per share and (ii) any of the directors of the Company or the company secretary be and are hereby authorised to take all such actions, sign all such documents and do all such things as may be necessary for or incidental to the implementation of such share buy back.”

SPECIAL RESOLUTION 2: AMENDMENT TO THE CONSTITUTION

“RESOLVED THAT subject to Special Resolution 1 being approved and with effect from the date of completion of the buy back and cancellation of 20,162,513 shares by the Company, as certified by the Company Secretary, sub clause 20.8 ‘Voting’ of the Company’s Constitution be amended to include a new paragraph (j) to read as follows ‘Notwithstanding Terra Mauricia Ltd’s current shareholding of 32.21%, Terra Mauricia Ltd’s voting rights in the Company shall be limited to 29.03% of voting shares in the Company provided that such voting limitation shall cease to apply and accordingly lapse if Terra Mauricia Ltd acquires additional voting shares in the Company in excess of 32.21%.”

Date: 31 October 2023

By order of the Board

NWT Secretarial Services Ltd

Company secretary

Notes:

1. A member of the Company entitled to attend and vote at this meeting, may appoint a proxy (in the case of individual shareholder) or a representative (in the case of a company) whether a shareholder of the Company or not, to attend and vote in his/its behalf.
2. The instrument appointing the proxy or representative should reach MCB Registry and Securities Ltd, Sir William Newton Street, Port Louis not less than twenty-four (24) hours before the meeting.
3. For the purpose of this Special Meeting of Shareholder, the Directors have resolved in compliance with Section 120 (3) of the Companies Act 2001, that the shareholders who are entitled to receive notice of the Special Meeting and attend such meeting shall be those shareholders whose names are registered in the share register of the Company as at 30 October 2023.

PROXY FORM

I/We.....of
..... being a shareholder of the abovenamed
company, hereby appoint of
..... or failing him/her,
..... of,
as my/our proxy to vote for me/us at the Special Meeting of Shareholders of the Company to be held at
6th Floor Dias Pier Building, Le Caudan Waterfront, Caudan, Port Louis, on 29 November 2023 at 10:15 hours
and at any adjournment thereof.

I/We direct my/our proxy to vote in the following manner:

Vote with a Tick

For Against Abstain

**SPECIAL RESOLUTION 1: AUTHORITY TO BUY BACK AND
CANCEL SHARES OF THE COMPANY**

"RESOLVED THAT to subject to receipt of the final regulatory approval and Special Resolution 2 being approved,
(i) the Company is hereby authorised to buy back and cancel 20,162,513 of its own no par ordinary shares held by 11 shareholders pre-identified by the Company, at a price of MUR 8.38 per share and (ii) any of the directors of the Company or the company secretary be and are hereby authorised to take all such actions, sign all such documents and do all such things as may be necessary for or incidental to the implementation of such share buy back."

SPECIAL RESOLUTION 2: AMENDMENT TO THE CONSTITUTION

"RESOLVED THAT subject to Special Resolution 1 being approved and with effect from the date of completion of the buy back and cancellation of 20,162,513 shares by the Company, as certified by the Company Secretary, sub clause 20.8 'Voting' of the Company's Constitution be amended to include a new paragraph (j) to read as follows 'Notwithstanding Terra Mauricia Ltd's current shareholding of 32.21%, Terra Mauricia Ltd's voting rights in the Company shall be limited to 29.03% of voting shares in the Company provided that such voting limitation shall cease to apply and accordingly lapse if Terra Mauricia Ltd acquires additional voting shares in the Company in excess of 32.21%."

Signature: _____

Date: _____

UNITED INVESTMENTS LTD – CONTACT DETAILS

6/7TH Floor, Dias Pier Building, Le Caudan Waterfront, Caudan, Port Louis 11307, Mauritius

Tel: (230) 405 4000

Fax: (230) 450 3501

Email: info@uil.mu

Business Registration Number: C06004390

Transaction Advisors: Kick Advisory Service Ltd

Ernst & Young Ltd

Legal Advisor: BLC Robert & Associates