

NEW MAURITIUS HOTELS LIMITED

NOTICE OF SPECIAL MEETING OF ORDINARY SHAREHOLDERS

Notice is hereby given that a **Special Meeting of Ordinary shareholders of NEW MAURITIUS HOTELS LIMITED** ('the Company') will be held at Hennessy Park Hotel, 65 Cybercity, Ebène, on **10 September 2019 at 11.00 am**, for the purpose of considering a reduction in the Company's stated capital by Rs 3,595,000,000 and if thought fit, to adopt the following resolutions with or without modifications:

1. PROPOSED FIRST RESOLUTION TO BE ADOPTED AS A SPECIAL RESOLUTION

THAT the stated capital pertaining to the Ordinary shares of the Company be reduced from MUR 6,375,301,930 to MUR 2,780,301,930.

THAT the above-mentioned Capital Reduction shall not include a reduction in the stated capital pertaining to the Redeemable Non-Voting Preference shares of the Company nor shall it affect the number of Ordinary shares in issue.

THAT the new stated capital of the Company be Rs 2,780,301,930 consisting of 548,982,130 Ordinary Shares of no par value and Rs 387,784,991 consisting of 35,458,987 Redeemable Non-Voting Preference Shares of Rs 11 each.

THAT the above-mentioned reduction of stated capital be settled by way of 548,982,130 Ordinary Shares of Semaris Ltd held by the Company in the proportion of 1 Ordinary Share of Semaris Ltd for each Ordinary Share held in the Company as at 27 September 2019.

THAT the allocation of Semaris Ltd Ordinary Shares and the effective settlement date be 27 September 2019.

2. PROPOSED SECOND RESOLUTION TO BE ADOPTED AS AN ORDINARY RESOLUTION

THAT upon adoption of the above resolution, any two Directors or one Director and the Secretary be hereby empowered to do all acts and things ancillary or consequential to give effect to the foregoing resolution.

By order of the Board



Preety GOPAUL, ACIS
For ENL Secretarial Services Limited
Company Secretary

5 August 2019

NOTES

A member of the Company entitled to attend and vote at this meeting may appoint a proxy, whether a member or not, to attend and vote on his/her behalf. Any such appointment must be made in writing on the attached form, and the document deposited at the Registered Office of the Company, Beachcomber House, Botanical Garden Street, Curepipe 74213, not less than twenty-four hours before the meeting is due to take place.

For the purpose of this special meeting, the Directors have resolved, in compliance with Section 120(3) of the Companies Act 2001, that the shareholders entitled to receive notice of the meeting and attend such meeting shall be those shareholders whose names are registered in the share register of the Company as at 13 August 2019.