



**LA SABLONNIERE LIMITED (“La Sablonniere”) / ENL LIMITED (“ENL”) / ENL FINANCE LIMITED (“ENL Finance”)
/ ENL LAND LTD (“ENL Land”) / ENL COMMERCIAL LIMITED (“ENL Commercial”)
(together referred to as the “Amalgamating Companies”)**

We refer to the Cautionary Announcement issued on 18 July 2018 whereby the shareholders of ENL, ENL Commercial and ENL Land and the public were informed of the proposed restructuring and amalgamation of ENL, ENL Finance, ENL Land and ENL Commercial with and into La Sablonniere (the “Amalgamation”). The Board of Directors of the Amalgamating Companies have resolved on 06 November 2018 to recommend to their shareholders the Amalgamation. If the Amalgamation is approved, La Sablonniere would remain as the surviving entity and would be renamed “ENL Limited” and listed on the official market of the Stock Exchange of Mauritius Ltd (“SEM”).

The Amalgamation is a substantial and related party transaction for ENL Land and ENL Commercial under Chapter 13 of the Listing Rules.

The Amalgamation is a significant and related party transaction for ENL under the Development & Enterprise Market Rules (“DEM Rules”). A separate communiqué will be published for ENL in compliance with DEM Rules 12 and 13.

Rationale behind the Amalgamation

The restructuring and amalgamation will result in a simplified group structure with all the teams aligned behind common, clearly spelt values and objectives. The new ENL will have greater capacity to optimise the group’s diversified portfolio of products and services, and to tap into new growth and business opportunities with the objective to generate improved operational cash flows for shareholders. This will help to enhance the value of the shareholders who will be regrouped into one single listed entity with a bigger asset base, leading to increase in free float. The greater asset base shall improve the amalgamated company’s flexibility to raise finance thereby facilitating growth.

Terms of the Amalgamation

La Sablonniere, as the amalgamated company, will issue new ordinary A shares to shareholders of the Amalgamating Companies upon Amalgamation. The share exchange ratio has been determined by the Directors based on the valuation exercise carried out by EY (Mauritius), the independent valuer jointly appointed by the Amalgamating Companies.

The share exchange ratio for shareholders of the Amalgamating Companies is as follows:

- (a) 383.6061 new ordinary A shares for conversion of each La Sablonniere ordinary share;
- (b) 0.6575 new ordinary A shares for conversion of each La Sablonniere preference share;
- (c) 1.2186 new ordinary A shares for each ENL ordinary share;
- (d) 1.1617 new ordinary A shares for each ENL preference share;
- (e) 1.3724 new ordinary A shares for each ENL Land ordinary share;
- (f) 0.6678 new ordinary A shares for each ENL Commercial ordinary share.

No fractional shares will be issued by La Sablonniere to the shareholders of the Amalgamating Companies. Cash in lieu of fractional shares will be paid, where applicable.

The effective date of the Amalgamation has been set for 01 January 2019.

The Listing Executive Committee of the SEM has given its approval for the listing of up to 375,000,000 ordinary A shares of La Sablonniere, as the amalgamated company, on the official market of the SEM, subject to the Amalgamation being approved by the shareholders.

Conditions of the Amalgamation

The Amalgamation, which will be effected in accordance with sections 245 and 246 of Companies Act 2001, will be subject to the approval by the shareholders of the Amalgamating Companies by special resolution at special meetings which will be held on 06 December 2018 for the shareholders of ENL Land and ENL Commercial and 07 December 2018 for the shareholders of ENL, ENL Finance and La Sablonniere.

The respective Boards of Directors of the Amalgamating Companies are of the opinion that the Amalgamation is in the best interests of the Amalgamating companies and are satisfied that La Sablonniere, as the amalgamated company shall, immediately after the Amalgamation becomes effective, satisfy the solvency test.

Related Party Transaction/Substantial Transaction

ENL Land

The Amalgamation is a substantial transaction and a related party transaction under Chapter 13 of the Listing Rules in as much as La Sablonniere is the immediate controlling shareholder of ENL Land.

La Sablonniere presently holds 71.8% of the ordinary shares of ENL which in turn effectively holds 69.1% in ENL Land.

A Substantial and Related Party Transaction Circular to the shareholders of ENL Land has been prepared in accordance with Chapter 13 of the Listing Rules and has been approved by the SEM.

ENL Commercial

The Amalgamation is a substantial transaction and a related party transaction under Chapter 13 of the Listing Rules in as much as La Sablonniere is the immediate controlling shareholder of ENL Commercial.

La Sablonniere presently holds 71.8% of the ordinary shares of ENL which in turn effectively holds 61.3% in ENL Commercial.

A Substantial and Related Party Transaction Circular to the shareholders of ENL Commercial has been prepared in accordance with Chapter 13 of the Listing Rules and has been approved by the SEM.

By order of the Boards

Preety Gopaul
In her own name and on behalf of ENL Limited
Company Secretary

06 November 2018

Copies of the Amalgamation Proposal and the Circular to the shareholders of ENL Land Ltd and ENL Commercial Limited and the Independent Valuation Report are available for inspection by any shareholder or creditor of the Amalgamating Companies or any person to whom the Amalgamating Companies are under an obligation at the registered office of the Amalgamating Companies, Vivéa Business Park, Moka during normal business hours, until 06 December 2018.

A shareholder or creditor of the Amalgamating Companies or any person to whom the company is under an obligation will be supplied free of charge with a copy of the Amalgamation Proposal and Circular upon request.

This notice is issued pursuant to Listing Rules 11.3, 13.15(b), DEM Rules 21, Section 246 (4) (b) of the Companies Act 2001 and the Section 87 of the Securities Act 2005.

The respective Board of Directors of the Amalgamating Companies accept full responsibility for the accuracy of the information contained in this joint communiqué.