

Listing on the SEM

A NEW VALUE-CREATION CHAPTER IN THE LIFE OF YOUR BUSINESS

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Foreword

A listing on a securities exchange constitutes a turning point in a company's life cycle. It provides a company with a new public identity and introduces it to a new range of stakeholders, including the investment community. More importantly, it sets the stage for the company to leverage off a securities exchange's platform to write a whole new chapter of its growth, paving the way for the company to embrace new prospects and opportunities locally, regionally and even globally.

While some businesses might not like to be in the public eye, for many fast-growing private companies a listing may, on the contrary, enhance their profiles and help them to raise the capital needed to accelerate expansion and achieve market leadership.

We, at the SEM, have always been passionate in guiding and accompanying these companies along their transformational journey from being a private company to a listed entity on a recognized securities exchange.

We understand that joining a public market is one of the most significant decisions that a business will ever take, and that the sheer range of issues that need to be considered when building up a listing may seem very daunting at first. With this in mind, this guide has been developed to provide a practical outline of the key listing requirements, as well as to provide guidance on how to take the first steps towards becoming a SEM-listed company.

1. Listing : The opportunities and challenges

1.1 OPPORTUNITIES AND VALUE-ADDING BENEFITS OF A LISTING

Why consider a listing?

While there are several other ways to obtain capital for expansion without changing the way that your company is run significantly, a listing brings much more than just a way to raise capital in the short run or an exit route for early investors to monetize their investments.

The opportunities and value-adding benefits of a listing include:

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| <p>Access to a wide pool of investors and more cost-effective future financing opportunities</p> | <p>Being listed on a securities exchange exposes a company to a wider pool of retail and institutional investors, both domestic and international, enabling it to raise finance for further growth, both at the listing stage and throughout its lifetime as a listed company.</p> <p>Subsequent capital raising for listed companies is also greatly simplified, by way of reduced time and cost.</p> |
| <p>Increased visibility and prestige</p> | <p>In general, listed companies enjoy a better image than companies which are not listed. Greater media attention usually contributes to a positive perception of listed companies and reinforces their image and credibility. The voluntary steps taken by the management of listed companies to establish direct dialogue with their investors, as well as the regular reporting that must be undertaken by listed companies are perceived by investors as a sign of transparency and stability, and demonstrate an attitude of openness towards the public.</p> <p>Credibility in listed companies is further reinforced by the existence of the stock exchange's regulatory framework.</p> <p>Companies undertaking a listing are usually open to considerable media interest, which can potentially heighten brand awareness, add value to the company and become a major competitive advantage.</p> |
| <p>The possibility of an increase in market value.</p> | <p>Being listed generates an independent valuation by the market as the market values listed shares based on all available information. Also, listed companies are generally worth more than similar unlisted companies as the increased transparency which accompanies a listing reduces uncertainty around the performance of the listed company.</p> <p>Many investors are also predisposed to pay a premium for liquidity.</p> |

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| <p>Institutional investment</p> | <p>Increased transparency (information efficiency) and trading liquidity (ease of entry and exit) are two factors that contribute to make listed companies attractive to institutional investors.</p> <p>Depending on the nature of the investing institution, this can bring with it increased business credibility, stability and the certainty of having a pool of investors for any future capital raising exercise.</p> |
| <p>Greater efficiency</p> | <p>The requirement for more rigorous disclosure and transparency lends itself to better systems and controls, improved management information and greater operating efficiency of the listed company.</p> |
| <p>Creating liquidity for shareholders</p> | <p>The trading in the shares of a listed company on a stock market provides the shareholders of that company with the opportunity to realize the value of their holdings. This can help to broaden the listed company's shareholder base as investors have more freedom to enter and exit their holdings.</p> |
| <p>Encouraging employees' commitment and incentivizing long-term motivation</p> | <p>The employees of a listed company can participate in the ownership of that company and benefit from being a shareholder.</p> <p>Share-based remuneration can help in aligning the interests of employees with the goals of the organization by increasing their long-term commitment to the business. Employee share option schemes give employees the opportunity to share in the company's growth, which in turn has an immediate and tangible effect on their motivation and performance.</p> |

1.2 POTENTIAL CHALLENGES

Properly evaluating and considering the requirements, processes, pros and cons involved in undertaking a listing is an important step in determining the future course for your company. While public ownership offers significant advantages, it also holds potential risks, all of which need to be properly weighed. Effective planning is critical for a company to successfully seize the listing opportunity and navigate across the associated risks.

Whilst going public might offer significant advantages and opportunities, once listed, a company will face heightened scrutiny and greater demands on its management team.

Some of the potential challenges that may arise during the listing process and post-listing include:

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| Adequate resources are necessary | Preparing for a listing uses up considerable management time. Proper planning is of key importance and the company needs to have adequate resources (In-house or outsourced). |
| Post-listing obligations | Compliance with the post-listing reporting requirements of an Exchange involves additional management time and costs, as well as adequate support from the Directors of the company who need to properly understand the implications of being listed, including their responsibilities as Directors of a listed entity. |
| Costs | Undertaking a listing involves costs. The total costs of listing are likely to include, amongst other expenses, underwriting or brokerage fees, accounting, legal and independent expert fees as well as prospectus and marketing costs and SEM listing fees. (The listing fees charged by the SEM are however, very cost-competitive. Section 9 of this booklet outlines the listing fees charged by the SEM). |
| Susceptibility to market conditions | Once listed, the price of a company's shares can be affected by market conditions beyond its control. |
| Being under scrutiny by the media | While heightened media exposure has been mentioned as a benefit of listing, there might be certain instances where such a situation may be unwelcome. The company will need to set up the appropriate structure to handle interactions with the media, bearing in mind that material information ought to be disclosed to all market participants at the same time. |
| Potential loss of control | Going public inevitably means ceding a degree of control to outside shareholders, whose prior approval will be needed thereafter for certain corporate transactions. |

1.3 IS YOUR COMPANY A SUITABLE CANDIDATE FOR A LISTING?

The answer to the above is neither simple nor connected to the size of the company. At some point in time, many flourishing private companies do consider undertaking a listing, and in doing so, they need to face some fundamental questions about the future of their business. The first step in this process is to determine whether listing is appropriate for the company in question, a decision which should be consistent with the company's long-term strategic goals.

If you decide that a listing on a securities exchange is your best road to growth and opportunity, it is important that you consider the advantages and disadvantages of a listing, as well as the potential challenges that may arise from it.

Some of the prerequisites for a successful listing candidate include:



The company must meet the listing requirements of the securities exchange in order to be listed. One of the key factors for a successful listing is also the ability to capture the interest of investors and to convince them that they stand to benefit from their investment in the company. For this reason, management should clearly define the company's goals, its business case and its future plans for development. The investment community should also view the company as a profitable business with good commercial prospects. For all companies listed on a stock exchange, the willingness to share information with investors is a driving force in their capital raising.

A company that is able to fulfill all the regulatory requirements and investor expectations of the stock market is one that can truly enter the stock market successfully.

2. Why list on the SEM?

The Stock Exchange of Mauritius Ltd (SEM) was set up in 1989 as part of the drive to consolidate the Mauritian financial services sector so as to accelerate the transformation of Mauritius into a modern and diversified economy. The SEM has, since its inception, acted as a powerful value-creation platform for listed companies and has played a focal role in the democratization of the Mauritian economy. Despite starting out with very modest operations and a manual trading platform, the size of the SEM's market has since then grown from a market capitalization to GDP ratio of less than 4% in 1989 to a current market capitalization to GDP ratio of 75 % as at 31 October 2013.

Listing on the SEM has helped many companies achieve their growth ambitions while simultaneously benefitting from an enhanced profile and liquidity within a well-governed and regulated market structure. In challenging market conditions, the SEM's markets have proved their value by providing companies with access to capital. Over the past decade, the Exchange has witnessed a significant overhaul of its operational, regulatory and technical framework to reflect the ever-changing standards of the stock market environment worldwide, and the SEM is today one of the leading Exchanges in Africa. In fact, the SEM ranks among the leading emerging markets performers during the last decade. The total return in USD terms of the top 20 listed stocks on the Main Board during the 2003-2012 period ranges between 549% and an astounding 2155 %. International investors have become key participants to the SEM's markets, and account for nearly 45% of daily trading volumes.

The SEM continuously strives to build on its past success by working together with all its stakeholders that continue to support the companies trading on its markets, including market regulators, stockbrokers, management companies and investors,.

Unrelenting in its drive for innovation and excellence, and in view of the ever-increasing investor demand for better returns, more diversity, higher liquidity, further access to global markets and a broader range of products, all at a lesser costs, the SEM has, in the past few years, embarked on an internationalization strategy, which includes the following main objectives:

1. Moving from an equity-centric Exchange, to a multi-product, internationally-oriented Exchange;
2. Enabling the SEM to capitalize on the opportunities presented by globalization and the gradual shift in international asset allocation in favour of high growth emerging and frontier markets; and
3. Firmly positioning Mauritius as a prominent gateway for capital flows, linking Europe, USA and Australia to both Africa and Asia.

SEM's internationalization thrust sets the stage for the Exchange to become a capital-raising hub for both regional and global players.

An entity seeking to undertake a listing on the SEM will generally witness a number of potential advantages accruing to itself, during and post-listing. While some of these key benefits that such a company may derive for a listing are listed below, it is to be borne in mind that this list is not exhaustive and may comprise additional benefits based on individual circumstances.

>>> A MULTI CURRENCY LISTING, TRADING AND SETTLEMENT PLATFORM

The SEM is the only Exchange in Africa, and one of the few Exchanges worldwide, that can list the securities of an issuer in US Dollars, Euros, Pound Sterlings, South African Rands and Mauritian Rupees, as well as trade and settle transactions in the issuer's securities in those five currencies.

The ability to list, trade and settle in international currencies provides international investors with a natural hedge against currency risks and eliminates currency conversion costs, reinforcing thereby, the attractiveness of the SEM to international issuers and investors.

>>> FLEXIBLE LISTING RULES & A DIVERSIFIED RANGE OF ASSET CLASSES

The SEM offers a streamlined and highly flexible listing regime and caters for the specialist nature and requirements of a wide variety of asset classes, including securities issued by:

- Local Issuers
- International Issuers
- Investment entities (including investment companies, unit trusts, closed-end funds, global schemes, collective investment schemes and expert funds)
- Specialist companies (including companies holding a Category 1 Global Business Licence)
- Mineral and Exploration Companies
- Governments and state corporations

and other asset classes such as:

- Specialist debt securities and Eurobonds
- Depositary Receipts
- Exchange Traded Funds (ETFs)

The above diversified range of products enables the SEM to contribute in making Mauritius a “one-stop-shop” by offering an attractive listing, trading and capital-raising platform for entities which are incorporated in Mauritius or internationally and which also wish to use Mauritius as a service platform to accede to the emerging regions in Asia and Africa.

The SEM has very flexible provisions with regards to dual listings, with the objective of facilitating dual listing processes.

>>> AFFILIATIONS WITH LEADING INTERNATIONAL ASSOCIATIONS

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| <p>The SEM is a Member of:</p> <ul style="list-style-type: none">- <i>The World Federation of Exchanges (WFE)</i>- <i>The South Asian Federation of Exchanges (SAFE)</i>- <i>The African Securities Exchanges Association (ASEA)</i>- <i>The Committee of SADC Stock Exchanges (COSSE)</i> |  |
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In March 2010, the SEM was *designated by the Cayman Islands Monetary Authority (CIMA) as an Approved Stock Exchange* by virtue of its membership of the World Federation of Exchanges for the purposes of CIMA's Mutual Funds Law, Banks and Trust Companies Law, Insurance Law, Companies Management Law and Securities Investment Business Law. The CIMA recognition undoubtedly raises the profile of the SEM as a well-structured and properly regulated Exchange and enhances SEM's position as an attractive Listing venue for global and specialised funds.

With effect from 31 January 2011, SEM has also been *designated by the United Kingdom's Her Majesty's Revenue and Customs (HMRC), as a "recognised Stock Exchange"* under section 1005 (1) (b) Income Tax Act 2007. As a result of this development, securities admitted to trading and listed on the Official Market of the SEM will meet the HMRC interpretation of "listed" as set out in section 1005 (3) (a) and (3) (b) Income Tax Act 2007. Under this designation as a 'recognised stock exchange', SEM will also be regarded as a 'recognised Stock Exchange' for Inheritance Tax purposes. This designation confers several potential benefits for SEM. In the first place, UK pension schemes will be permitted to hold securities listed on the Official Market of the SEM, giving companies and funds listed on SEM access to a larger market of sophisticated, well-capitalised investors. The designation reinforces SEM's attractiveness as a listing venue for global funds and specialized products. Securities listed on the Official Market of the SEM may be held in tax advantaged Individual Savings Accounts (ISA's) and Personal Equity Plans (PEP's) by UK investors. While holders of debt securities satisfying the Eurobond exemption and listed on the Official Market of the SEM are exempted from withholding tax on distributions underlying these debt securities, Inheritance tax advantages may also accrue to UK holders of securities listed on the Official Market of the SEM.

>>> SEM: A POWERFUL VALUE-CREATING PLATFORM

Many companies that have chosen to list on the SEM have seen their market value increase substantially over time, generating thereby very attractive returns both to the original as well as new shareholders.

A time-series analysis of the performances of many companies listed on both the Official Market and the Development & Enterprise Market (DEM) of the SEM indicates the powerful wealth-creation that a listing on the SEM has generated to shareholders of these companies over the years in terms of total return.

A practical case in point, on the Official Market the annualised total return of the top 30 listed stocks from their dates of listing up to end September 2013 ranges from 9.41% to 23.98%. During the same time frame, the total return to shareholders of the top 30 companies varies between 613% and 18,279%.

The performances of the top 30 companies listed on the DEM have been commendable even if these solid performances have been realized during a shorter time frame. The DEM was launched on 4 August 2006 and some companies listed on this market have generated very attractive total returns for their shareholders in spite of the vagaries of the market in the aftermath of the international financial crisis and the more recent Euro crisis.

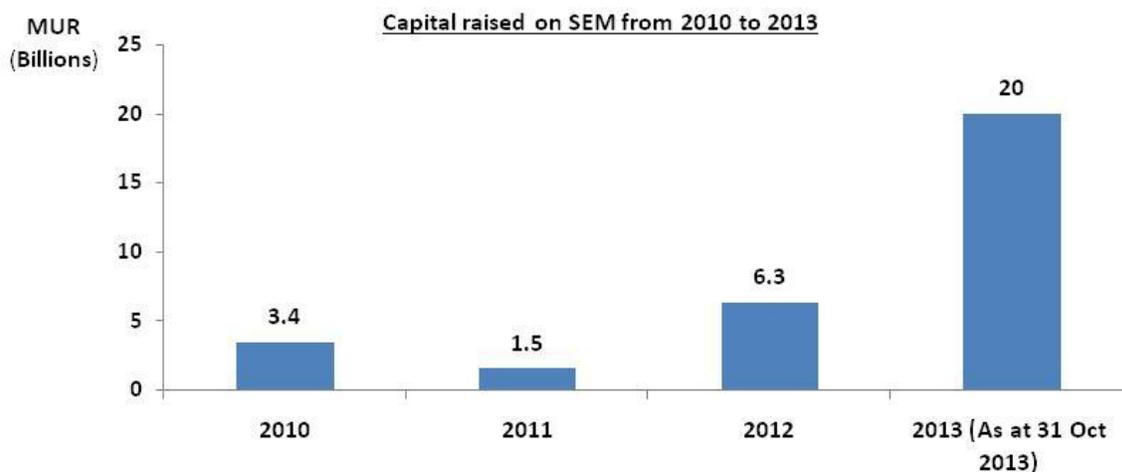
The annualized total return of the top 30 DEM companies from their dates of listing up to end of September 2013 ranges from 7.61% to 48.76%. The total return to shareholders of the top 30 companies varies between 69% and an astounding 1,619%.

The pertinent figures indicate that the earnings growth experienced by many of the listed companies on SEM since their date of listing has translated into meaningful value gains on the Stock Exchange, generating attractive risk-adjusted returns for investors in these companies.

>>> CAPITAL RAISING PLATFORM OF CHOICE

One of the key reasons for a company to seek a listing is to raise capital to fund its current and future growth. The reform agenda implemented by SEM since 2010, coupled with the implementation of multi-currency listing & trading platform (USD, EURO, GBP, ZAR, MUR), has positioned the SEM as an attractive capital-raising platform for a number of companies listed on both the official Market and the Development & Enterprise Market.

Since 2010, Rs 31.2 billion have been raised by 17 companies listed on both markets operated by the SEM, as shown below:



The SEM has also been very actively pursuing an integration strategy to leverage off the booming Global Business sector to establish synergistic links between the capital markets segment and the Global Business segment in Mauritius.

The establishment of these synergistic links can potentially enable companies listed on SEM's markets raise money from Global funds registered in Mauritius which harbour billions of dollars on investible money.

>>> A HIGHLY ATTRACTIVE TAX REGIME

Mauritius has a highly attractive tax regime. Foreign investors investing on the SEM can benefit from:

- No withholding tax on dividends
- No capital gains tax
- Free repatriation of profits, capital and interest
- Double Taxation Avoidance Treaties

Mauritius has signed 38 Double Taxation Agreements (DTAAS) to date with leading developed and emerging economies around the globe and is party to a series of treaties under negotiation. The geographical position of Mauritius and the numerous double taxation treaties and Investment Promotion and Protection Agreements (IPPAs) that Mauritius has with a number of fast growing African countries makes it an ideal place to raise capital for investing in Africa. With its wide treaty network, Mauritius also offers investors greater opportunities to plan their investments abroad through the use of the Global Business Company Category 1.

>>> WORLD CLASS MARKET TECHNOLOGY

The SEM's markets are driven by leading electronic trading, settlement and depository systems. The SEM is, in fact, one of the first African exchanges to provide an integrated trading infrastructure which operates in line with international standards.

>>> REAL-TIME INFORMATION EFFICIENCY

The SEM's website provides daily information about prices and listed issuers. Additionally, the SEM is today connected live to a top bracket of global vendors including the likes of Thompson Reuters, Interactive Data and more recently Financial Times, Factset, Bloomberg and Inet Bridge, enabling therefore both retail and institutional investors worldwide to follow its markets on a real-time basis. The coverage of SEM's data by global data vendors is a powerful marketing medium to enhance SEM's visibility internationally and put the Exchange on the radar screen of a wider spectrum of institutional investors, thus attracting more foreign investor interest on our market. SEM is in fact one of the few Exchanges in Africa to be connected to Bloomberg and Thompson Reuters on a real-time basis.

>>> INCLUSION IN INTERNATIONAL FRONTIER MARKET INDICES

Similarly, the growing interest from international investors in recent years, has prompted well-known Index and Data Providers like Standard & Poors, Morgan Stanley, Dow Jones and FTSE to include the SEM in a variety of indices tracking key frontier emerging markets. Companies listed on the SEM may be eligible for inclusion in these indices, although inclusion is subject to criteria determined by the index providers. Inclusion in such indices can be highly beneficial to a listed company as many international institutional investors rely on these indices as a benchmark to measure the performance of their investment portfolios.

>>> STRONG GROWTH

Even in volatile world economic conditions, the SEM has experienced strong, long-term growth in terms of the key indicators of market quality and size.

From 2003 to 2012:

- Market turnover, a measure of trading activity on the Official Market, has grown more than three-fold;
- Market capitalisation (value of listed companies on the Official Market) has increased more than three-fold.

Its strong growth potential makes the Mauritian capital market attractive as the average earnings capacity of companies operating in that market are also high, providing investors with the potential to participate in high profit companies.

>>> UNRELENTING INNOVATION TOWARDS A MORE OPEN MARKET

Unrelenting in its pursuit of excellence and innovation, the SEM is furthermore considering the introduction of the concept of remote membership, in order to attract foreign brokers and foreign participants to our market and to increase the flow of business into Mauritius, in addition to the introduction of new trading technology, that opens the space for foreign players to connect directly to our trading systems and cross-link our market with other markets in the region.

>>> UNPARALLELED SERVICE SUPPORT & COMPETITIVE LISTING FEES

The SEM is committed to supporting its issuers every step of the way - before, during and after their admission to listing. The Exchange has a dedicated team in place to assist companies with any queries and to guide them throughout the admission process. The SEM also has a simple, highly cost-effective and very competitive listing fee structure, which provides affordable entry and continued listing. (A further section of this booklet outlines the listing fees charged by the SEM).

3. Getting ready for a listing

Companies often begin their preparations for listing on a securities exchange well before they launch the listing application process. Typically, pre-listing preparations may take two to six months. Advance preparation is a key success factor that allows for a smooth and efficient execution process and the ability to take advantage of market windows.

Some key pre-listing Issues that need thorough consideration include:

- The long-term goals and strategies of the company and a solid plan for sustainable success.
- An experienced and competent management team.
- The need for Directors and senior managers to be aware and to get prepared for facing greater disclosure, accountability and transparency after listing.
- The adaptation of the organisation's culture to the exigencies of being a listed company.
- The robustness of the operational, financial and management information systems.
- Good corporate governance practices.
- The right timing for a listing, in terms of both the business and of market conditions.
- A good understanding of investors' expectations .
- The readiness of the company to adhere to the discipline of the stock market.

Undertaking a listing is a turning point in the life of a company. It should therefore be approached as a business transformation process rather than simply a one-off capital raising transaction.

A listing is also an opportunity for a company to simplify its structures, formalise business practices and make improvements in its processes that will prepare it to face the challenges of operating in the public spotlight.

Structural changes might be necessary as a listing may sometimes warrant changes to the Board of Directors of the company, the corporate structure of the company, and its articles of association.

Cultural changes might also be required as a listing may have a significant impact on the culture of an organisation, A culture change program is therefore necessary to enable employees and key management personnel to be properly trained in order to adjust to the behavioural norms of a listed company.

Think and operate like a listed company even before listing. Early preparation is everything.

4. Methods of listing on the SEM

The choice of the method of listing will normally depend on the nature of the applicant's business and the applicant's capital requirements.

There are four principal ways by which new applicants can bring securities to listing on the SEM's markets, namely:

>>> AN INTRODUCTION

An introduction is a method of bringing securities to listing without involving an issue of new securities and without raising any capital. In general, a company can list by way of an Introduction if at least 25 per cent of its shares are already in public hands and there is a fair spread of shareholders. An introduction involves no underwriting fees and little requirement for advertising.

>>> AN OFFER FOR SALE

An offer for sale is an invitation to the public by or on behalf of the holders or allottees of securities to purchase securities of the issuer already in issue or agreed to be subscribed. In the case of offers for sale, the SEM must be satisfied as to the fairness of the basis of allocation so that every investor who applies at the same price for the same number of securities receives equal treatment.

>>> AN OFFER FOR SUBSCRIPTION

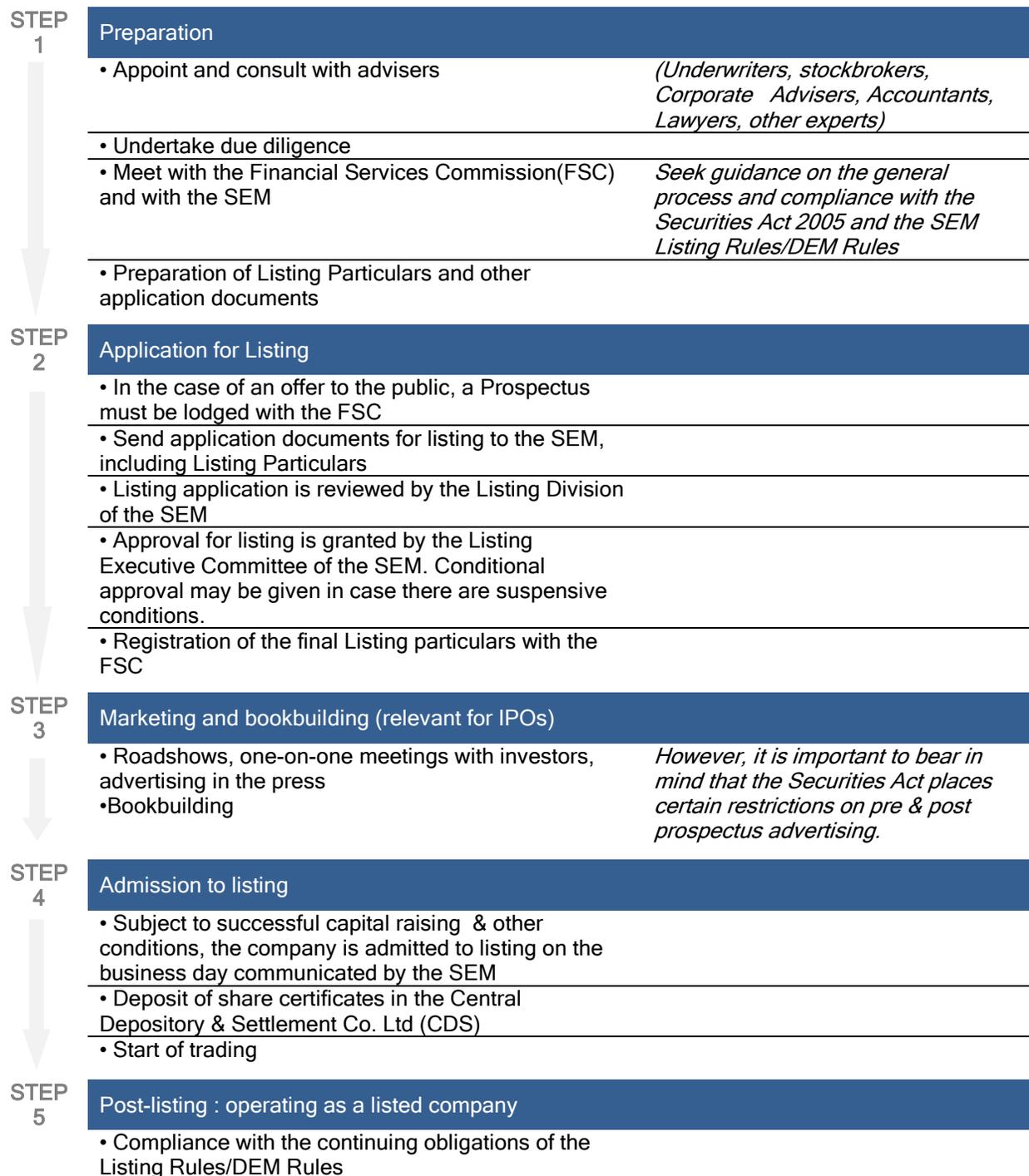
An offer for subscription is an invitation to the public by or on behalf of an issuer to subscribe for securities of the issuer not yet in issue or allotted. The applicant must state the minimum level of subscription, below which the issue would be cancelled and the subscription money would be refunded. In the case of offers for subscription, the SEM must be satisfied as to the fairness of the basis of allotment so that every investor who applies at the same price for the same number of securities receives equal treatment.

>>> A PLACING

A placing usually involves offering the company's shares to a selected base of investors. This allows the issuer to raise capital with lower costs and greater freedom and it gives the issuer more discretion to choose its investors.

5. Overview of the listing process

The following process chart outlines the key steps in the listing process:
(Depending on your circumstances, the need for, and order of, these steps may vary)



5.1 PREPARATION OF THE LISTING

- **Appointing advisors**

The company wishing to undertake a listing needs to line up a number of competent and reliable advisors to guide it through the listing process. While the following chart provides an outline of advisors' roles and responsibilities in this process, it is to be noted that it is in no way exhaustive and that depending on your circumstances, the need for these advisors may vary:



* The SEM strongly recommends that a sponsoring broker is appointed when undertaking an IPO and when preparing to bring a company to list on the Stock Exchange.

- **Due Diligence**

The purpose of due diligence is to ensure the accuracy, truthfulness and completeness of the company's Prospectus/Listing Particulars, and to understand any issues associated with the company. Factors such as the company's operations, management, financial prospects, historical performance, competitive position, business strategy, suppliers, customers, creditors and any other matter that may have a bearing on the listing, the viability of the entity as a public company or on the accuracy and completeness of the Listing Particulars need to be covered in this exercise.

- **Engaging discussions with the FSC and the SEM**

When a company is contemplating to do a listing, it needs to contact the FSC to determine what requirements may be applicable under the Securities Act 2005 or any other relevant legislation. After having consulted with the FSC, the company would then normally engage with the SEM to ascertain the necessary requirements applicable for seeking a listing on SEM's markets.

The SEM can provide you with insight into the listing process, and provide answers to your questions regarding the Listing Rules and DEM Rules.

- **Preparation of Listing Particulars**

A Listing Particulars ('Admission Document' for entities seeking to list on the DEM) is any document issued or proposed to be issued in connection with an application for listing and complying with the requirements for Listing Particulars set out in the Listing Rules.

In the case of an offer to the public, after filing its Prospectus with the FSC, the company undertaking the offer to the public and wishing to list on the SEM may amend the Prospectus, incorporating the requirements of the Listing Rules (or DEM Rules), and lodge same with the Listing Division of the SEM.

Note:

1. Although the Listing Rules/DEM Rules do not provide for an issue to be underwritten, it is strongly recommended that the Listing Particulars / Admission Document clearly state whether the issue is underwritten or not.
2. The issuer must state the minimum level of subscription, below which the issue would be cancelled and the subscription money would be refunded.

5.2 APPLICATION FOR LISTING

Once approved by the Company's Board of Directors, the Prospectus is lodged with FSC / Listing Particulars is lodged with the SEM. The Listing Division of the SEM will review your application to ensure that it meets all the requirements of the Listing Rules. If satisfied, the Listing Executive Committee will grant approval for listing.

5.3 MARKETING AND BOOKBUILDING

Once the price has been set, the bookrunners can begin taking orders from investors. It is important to position the investment case in a way that effectively demonstrates the attractiveness of the company to

equity investors, and it is also very important to meet enough and the right type of investors during the management roadshow.

5.4 ADMISSION TO LISTING

When the capital raising exercise is successful and all other conditions set out in the Listing Particulars, or as may be requested by the Listing Executive Committee, are met, the company may then be admitted to listing on the business day communicated by the SEM and may start trading.

5.5 POST-LISTING: OPERATING AS A LISTED COMPANY

While operating as a listed company opens up avenues for new growth opportunities for your company, it also entails several obligations.

In order to fully tap into the potential that a listing presents, you will need to communicate with the market and to promote yourself to the investment community on an ongoing basis.

The Listing Rules and the DEM Rules set out the requirements that must be met by listed companies to maintain their listed status. These continuing obligations are aimed at ensuring that the market operates in a fair, orderly and transparent manner.

Continuous disclosure

SEM Listing Rule 11.3 and DEM Rule 21.1 are key rules imposing a general obligation on listed companies to disclose material information as well as requiring the release of specific information. The general disclosure obligation requires companies to immediately release to the market any information which a reasonable person would expect to have a material effect on the price or value of its shares. The SEM may also require a company to provide information to the market in certain circumstances in order to prevent a false market.

Periodic disclosure

SEM listed companies are required to submit financial information at regular intervals:

- Quarterly Reports
- Half Yearly Reports
- Preliminary Final Reports
- Annual Reports

6. The SEM's markets

The SEM recognizes the importance of catering for the specific needs of companies, while taking into consideration, the sector in which they operate, their size, the stage of their development and the risks attached to them.

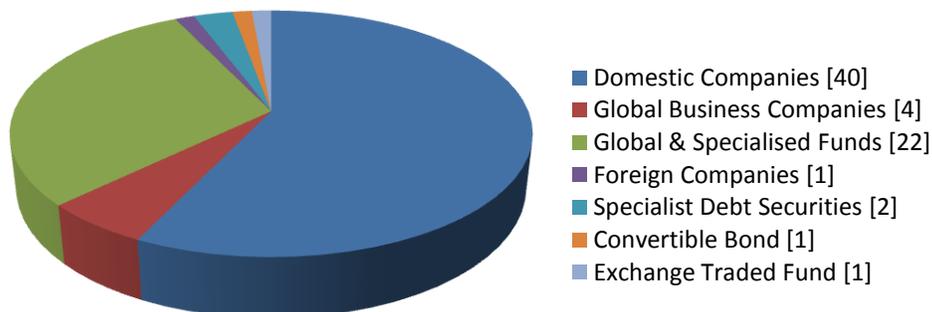
The SEM operates two markets: the Official Market and the Development & Enterprise Market (DEM).

A listing applicant will generally select its preferred market, and will need to meet all the applicable requirements that are particular to that market. The SEM's regulatory framework is underpinned by a set of principles that ensure the quality and efficiency of these markets. Nevertheless, both markets offer a degree of flexibility as regards the number of shareholders and the percentage in public hands at the time of application.

6.1 THE OFFICIAL MARKET

The Official Market, or the Main Board of the SEM comprises some of the largest companies in Mauritius spanning across different sectors of activity of our local economy.

As at 30 September 2013, the Official Market comprised :



representing a market capitalisation of nearly US\$ 7 billion.

6.2 THE DEVELOPMENT & ENTERPRISE MARKET

The DEM is a market targeted towards Small and Medium-sized Enterprises (SME's) and newly set-up companies which possess a sound business plan and demonstrate a good growth potential.

As at 30 September 2013, the DEM comprised 48 companies, representing a market capitalisation of nearly US\$ 1.6 billion.

7. Listing on the Official Market of the SEM

Applicants seeking a listing on the Official Market of the SEM must comply with the entry requirements, the post-listing obligations, and all other applicable provisions, as set out in the Listing Rules.

7.1 LISTING OF DOMESTIC COMPANIES

In order to be admitted to listing on the Official Market, domestic companies must meet the conditions for listing, as prescribed by Chapter 6 of the Listing Rules.

The key entry requirements for the listing of equity securities of domestic issuers are as follows:

| | | |
|------------------------------|---|----------------|
| Key Entry Requirements | Published Accounts: | 3 years* |
| | Min. Market capitalization: | MUR 20 Million |
| | Min. number of shareholders: | 200 |
| | Min. equity securities in public hands: | 25%* |

**Requirement may be relaxed under specific circumstances.*

7.2 LISTING OF DEBT SECURITIES

The key entry requirements for the listing of debt securities are as follows:

| | | |
|------------------------------|--------------------------------------|--|
| Key Entry Requirements | Published Accounts: | 3 years* |
| | Min. Market capitalization: | If the shares of the issuer are not listed, the issuer must have tangible assets of at least MRU 50 million. The nominal amount of each class of debt securities for which listing is sought must be not less than MRU 25 million divided into units of not less than MUR 100 or such other amount as determined by the SEM* |
| | Min. number of public debt holders:: | 100 |

**Requirement may be relaxed under specific circumstances.*

7.3 LISTING OF INTERNATIONAL ISSUERS

Chapter 15 (International Issuers) of the Listing Rules is targeted specifically towards international issuers and makes the distinction between a primary listing and a secondary listing, whose requirements differ from those requirements applicable to local companies. Chapter 15 thus provides flexibility and ease of listing to foreign companies wishing to be admitted on the SEM, in the form of modifications and/or exceptions to the general requirements of the Listing Rules.

The SEM is the only Exchange in Africa, and one of the few Exchanges in the world, that can list the securities of an issuer in USD, Euro, GBP and Rand, organize transactions in the issuer's securities in these international currencies and settle same in the same four international currencies. The ability to list, trade and settle in the above international currencies makes the SEM a very competitive platform for raising capital from international investors. It also provides international investors with a natural hedge against currency risks and eliminates currency conversion costs, reinforcing thereby, the attractiveness of the SEM as a listing and trading platform for international companies.

The key entry requirements for a primary listing by an international issuer are as follows:

| | | |
|------------------------------|---|----------------|
| Key Entry Requirements | Published Accounts: | 3 years* |
| | Min. Market capitalization: | MUR 20 Million |
| | Min. number of shareholders: | 200 |
| | Min. equity securities in public hands: | 25%* |

**Requirement may be relaxed under specific circumstances.*

The key entry requirements for an international issuer seeking a secondary listing are as follows:

| | | |
|------------------------------|------------------------------|--|
| Key Entry Requirements | Published Accounts: | 3 years* (The published audited accounts of an international issuer which is a new applicant seeking a secondary listing on the SEM must cover at least 3 years ended not more than twelve months before the date of the Listing Particulars) |
| | Min. Market capitalization: | MUR 20 Million |
| | Min. number of shareholders: | 200* |
| | Compliance | An international issuer with or seeking a secondary listing on the SEM must be in compliance with the requirements of: <ul style="list-style-type: none"> (i) any overseas securities exchange on which it has securities listed; and (ii) any competent authority or equivalent regulatory body which regulates it. |

**Requirement may be relaxed under specific circumstances.*

7.4 LISTING OF INVESTMENT ENTITIES

A few years back, SEM undertook a reorientation of its activities in the context of an internationalization strategy by gradually moving away from an equity-based domestic Exchange to a multi-product internationally oriented Exchange. In early 2010, SEM revamped its Listing Rules to align them with the Securities (Collective Investment Schemes and Closed-end Funds) Regulations 2008 and introduced the new Chapter 16 (Investment entities) with a view to positioning the SEM as an attractive venue for the listing of Global and Specialised Funds.

Chapter 16 caters for the specific requirements of investment entities in general, including investment companies, unit trust schemes and other types of investment entities such as closed-end funds, Global schemes, professional collective investment schemes, specialised collective investment schemes, expert funds and any other investment vehicle or entity incorporated in a foreign jurisdiction.

The regulatory gap between the compliance requirements of the regulation for Collective Investment Scheme (CIS) and Chapter 16 of the Listing Rules is thin, which ensures little difference in terms of compliance costs between a listed and an unlisted CIS. Chapter 16 also ensures flexibility of listing through tailor-made vehicles that are adapted to fund-specific circumstances and objectives of Global Business Schemes and Specialised Funds.

The key entry requirements in the table below applies to the following investment entities:

- (a) a “closed-end fund” authorised under the Securities (Collective Investment Schemes and Closed-end Funds) Regulations 2008 which does not fall under the definition of investment company under Chapter 16 of the Listing Rules;
- (b) a “Global scheme” authorised under the Securities (Collective Investment Schemes and Closed-end Funds) Regulations 2008;
- (c) a “professional collective investment scheme” authorised under the Securities (Collective Investment Schemes and Closed-end Funds) Regulations 2008;
- (d) a “specialised collective investment scheme” authorised under the Securities (Collective Investment Schemes and Closed-end Funds) Regulations 2008; and
- (e) an “expert fund” authorised under the Securities (Collective Investment Schemes and Closed-end Funds) Regulations 2008.
- (f) any other investment vehicle or entity incorporated in a foreign jurisdiction as may be accepted by the SEM.

| | | |
|------------------------------|---|---|
| Key Entry Requirements | Published Accounts: | 3 years* |
| | Min. Market capitalization: | MUR 20 Million within 1 year of listing |
| | Min. number of shareholders: | 200* |
| | Min. equity securities in public hands: | 25%* |

**Requirement may be relaxed under specific circumstances.*

7.5 LISTING OF SPECIALIST ENTITIES, INCLUDING GBL1 COMPANIES

Chapter 18 (Specialist companies and debt instruments) of the Listing Rules was introduced in year 2011, in line with SEM's internationalization strategy.

The SEM believes that Chapter 18 of the Listing Rules creates an enabling and competitive environment for the listing of corporations holding a Category 1 Global Business Licence and of specialist debt instruments on the SEM, thus strengthening the image of Mauritius as an international financial services centre of substance which offers a complete gamut of services to Global Business companies, ranging from incorporation, front and back-office services to listing on a well recognised Stock Exchange.

For such issuers, a listing on the SEM is an excellent means to raise their profile vis-à-vis their investors, open up their companies/products to investors that can only invest in listed companies/products, raise capital to expand their activities, obtain an objective market price for their companies/products and demonstrate substance in their activities in the African space.

The key entry requirements for companies holding a Category 1 Global Business License are as follows:

| | | |
|------------------------------|---|---|
| Key Entry Requirements | Published Accounts: | 3 years (In the absence of 3 years' track record, this requirement may be waived, provided a business plan covering at least 3yrs is submitted) |
| | Min. Market capitalization: | MUR 20 Million |
| | Min. number of shareholders: | 200* |
| | Min. equity securities in public hands: | 25%* |

**Requirement may be relaxed under specific circumstances.*

The key entry requirements for specialist debt securities are as follows:

| | | |
|------------------------------|-------------------------------------|---|
| Key Entry Requirements | Published Accounts: | 3 years (Can be waived for debt securities which are not guaranteed if the SEM is satisfied that the obligations created in respect of such securities are fully secured) |
| | Minimum Market capitalization: | The nominal amount of each class of debt securities for which listing is sought must be not less than MRU 25 million * |
| | Minimum securities in public hands: | No prescribed minimum securities in public hands |

**Requirement may be relaxed under specific circumstances.*

7.6 LISTING OF DEPOSITARY RECEIPTS

Chapter 19 of the Listing Rules caters for the listing of Depositary receipts (DRs) on the Official Market of the SEM.

A DR is a negotiable security that is issued on the back of existing publicly traded securities. The DR, which is a physical certificate, allows investors to hold securities in other countries, while eliminating custody and cross-border safekeeping charges. It is a flexible financing tool through which equity, as well as various debt instruments can be wrapped, including Sukuk, Corporate debt, Sovereign debt and Supranational debt.

The rights of the DR holder are stated on the DR certificate, and it should be noted that the DR investor holds privileges like those granted to the holders of the underlying securities. For instance, the investors in a DR issued on the back of the ordinary shares of a foreign company receive equivalent rights and entitlements, including dividends, as the ordinary shareholders of the company.

Issuing companies and investors alike benefit from the unique features of the DRs structure. The advantages are substantial.

For international investors, a DR program can:

- broaden shareholder base
- establish local market equity participation
- create equity compensation tools for employees
- provide a regional share currency for mergers and acquisitions
- increase a company's visibility locally and abroad
- utilize a ratio to fit Mauritian pricing standards
- allow the company to access capital outside its home market
- ensure efficient dual market trading

For local investors, a DR program offers:

- the ability to diversify their portfolios internationally
- a way to avoid exposure to the challenges presented when investing directly in foreign trading markets, including inefficient trade settlements, uncertain custody services and costly currency conversions. DRs overcome many of the inherent operational and custodial hurdles of international investing. In fact, they offer cost benefits and conveniences.

DRs offer a new listing route, as well as a new asset class, which the SEM believes will concretely widen its reach and render its market more accessible to international companies and international investors. While the entry requirements and continuing obligations applicable to entities seeking a listing on the SEM have been reviewed to meet the specificities of DRs in Chapter 19, these new rules maintain a very high level of thoroughness and transparency and remain in line with international standards.

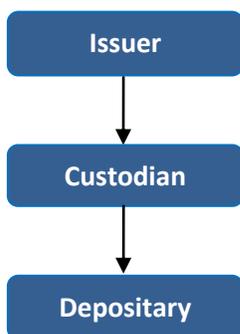
Chapter 19 of the Listing Rules makes provision for the listing of both sponsored and unsponsored issues of DRs.

A sponsored issue: an issue of Depositary receipts which is undertaken *by the issuer* of the underlying securities represented by the Depositary receipts.

An unsponsored issue: an issue of Depositary receipts which is undertaken *without the specific agreement or support of the issuer* of the underlying securities represented by the Depositary receipts.

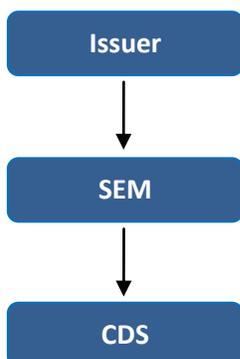
Process leading to the setting up of a sponsored DR programme on the SEM:

Issuer decides to issue DRs on its publicly traded shares and list them on the SEM.



STEP 1: ISSUING THE DEPOSITARY RECEIPTS

1. The issuer of the underlying securities ensures that the securities, on the back of which, the DRs are to be issued, are deposited with a custodian bank in the issuer's home country.
2. The custodian informs the Depository bank (Mauritius-based or local representative of Depository) that the underlying shares have been deposited.
3. The Depository bank can now issue DRs on the back of the underlying securities. Based on a pre-determined DR ratio, each DR may be issued as representing one or more underlying shares.



STEP 2: LISTING THE DEPOSITARY RECEIPTS ON THE SEM

1. The issuer applies to the SEM for the Listing of the DRs on the Official Market.
2. If all the entry requirements of Chapter 19 are met, the DRs are admitted to listing on the SEM.
3. All the DR transactions will now take place in the currency chosen by the issuer (USD, EURO, GBP, Rand or Mauritian Rupees) and are settled like the securities of any other listed company, through the CDS.

STEP 3: ON-GOING OBLIGATIONS

- After admission to listing of a sponsored issue of DRs, the issuer must comply with the ongoing obligations of the SEM, as specified under Chapter 19.
- On an ongoing basis, unless the Depository itself acts as registrar and paying agent, processing dividend payments or other entitlements for DR holders, and coordinating proxy processes for DR holders, it must appoint a paying agent and registrar in Mauritius.

The key entry requirements for **sponsored issues** of DRs are as follows:

| | | |
|------------------------------|--|---|
| Key Entry Requirements | Published Accounts: | The issuer must have 3 years' published financial statements* (Not applicable for overseas public sector issuers) |
| | Min. Market capitalization: | MUR 10 Million for all DRs to be listed* |
| | Min. number of shareholders: | No prescribed minimum |
| | Min. equity securities in public hands: | 25%* |
| | <ul style="list-style-type: none"> • The DRs must conform with the law of the depositary's place of incorporation. • The DRs must be freely transferable | |

**Requirement may be relaxed under specific circumstances.*

The key entry requirements for **unsponsored issues** of DRs are as follows:

As an over-riding principle, the SEM must be satisfied that investors will be able to obtain the necessary information to form an opinion regarding the value of the relevant underlying securities.

| | | |
|------------------------------|---|--|
| Key Entry Requirements | The SEM will normally require the underlying securities to be listed on a securities exchange acceptable to it. (Not applicable for overseas public sector issuers) | |
| | The DRs must conform with the law of the depositary's place of incorporation | |
| | The DRs must be freely transferable | |

7.7 LISTING OF MINERAL COMPANIES

In 2012, in line with its internationalization strategy and with the aim of becoming a capital raising platform of choice for Africa-focused investments, the SEM introduced Chapter 20 of the Listing Rules to cater for the listing of well-established mineral, oil and natural gas companies on the Official Market.

Chapter 20 aligns the existing Listing Rules with international standards for the mineral industry, and ensures that Mineral/Exploration Companies seeking a listing on the Official Market provide investors with material, relevant and reliable information that is particular to these specialist entities. These new rules, whose objective is to ensure that the Mineral reporting requirements for SEM-listed Mineral/Exploration companies are world class, provide a good opportunity for such companies seeking a listing on the SEM, as well as for investors investing in these companies. Improved disclosure rules provide a robust practical reporting framework for these issuers, and at the same time, support global and local investor confidence in the SEM's Mineral/Exploration sector issuers, thereby helping these issuers to compete in global markets for capital.

As the global demand for resources grows, led mainly by the resources-hungry emerging economies, Africa continues to attract more and more investments due to its substantially untapped resource-rich reserves. The SEM certainly has a role to play in this juncture given its positioning as a world-class exchange, offering a gamut of services to international players seeking to use SEM's platform to raise capital in pursuit of their various initiatives. The Global Business Sector in Mauritius actually registers flows amounting to billions of dollars and Mineral/Exploration companies wishing to conduct operations in Africa have the possibility to leverage off the advantages offered by this sector to capture these international capital flows. Mineral/Exploration companies can thus structure tax-efficient vehicles by capitalizing on Mauritius' world class business infrastructure, its wide network of DTAA's and IPPA's, and its proximity with the African continent, in order to pursue their mining initiatives in Africa.

With this newly established listing framework, Mineral/Exploration companies could be listed on the SEM to raise capital, elevate their profile vis-à-vis their investors, have an eased route of access to foreign investment, and provide an exit route for investors at a fair market price.

The key entry requirements for Mineral Companies are as follows:

| | | |
|------------------------------|---|---|
| Key Entry Requirements | Published Accounts: | 3 years |
| | Min. Market capitalization: | MUR 20 Million |
| | Min. number of shareholders: | 200 |
| | Min. equity securities in public hands: | 25%* |
| | Management | Appropriate experience and technical expertise is mandatory. |
| | Reporting standards | Disclosures on Mineral resources, reserves and exploration results must be prepared under The JORC Code , or NI- 43-101 , or The SAMREC Code , or any other recognized reporting standard acceptable to the SEM. |
| | Competent Person's Report | A Competent Person's Report on reserves and resources must be prepared by an independent and suitably Competent Person. |

**Requirement may be relaxed under specific circumstances.*

REPORTING STANDARDS FOR MINERAL RESOURCES, RESERVES & EXPLORATION RESULTS

Chapter 20 has been formulated in line with international Minerals industry standards of best practice for the reporting of Mineral Resources, reserves and exploration results, in a bid to facilitate information exchange and to promote uniformity, excellence, and enhanced transparency. These standards are consistent with international developments, and are accordingly reviewed from time to time.

Mineral/Exploration Companies listed on the SEM must, where applicable, disclose information on Mineral Resources, Reserves and Exploration results, either under:

- (i) **The JORC Code**; or
- (ii) **NI 43-101**; or
- (iii) **The SAMREC Code**

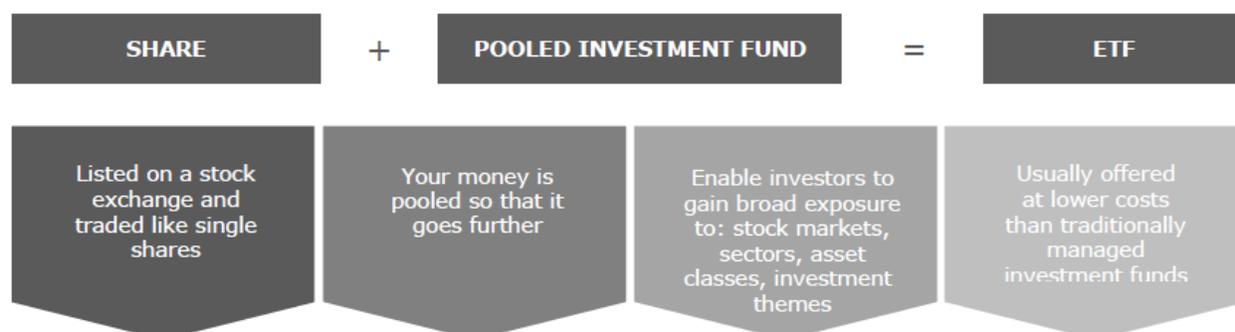
or under other codes acceptable to the SEM, provided that the SEM is satisfied that they give comparable standards of disclosure and sufficient assessment of the underlying assets.

In addition to this, a Mineral Company must ensure that any valuation of its Mineral Assets is prepared under the **VALMIN Code**, **SAMVAL Code**, **CIMVAL** or any other similar code acceptable to the SEM.

7.8 LISTING OF EXCHANGE TRADED FUNDS

Conscious of investors' need for new and innovative products that can ensure dynamic portfolio management, the SEM introduced Chapter 21 of the Listing Rules in 2013 to cater for the listing of Exchange Traded Funds (ETFs) on the Official Market. This initiative aims at diversifying the range of products that are traded on the SEM and allowing local investors to get exposure to foreign underlyings.

ETFs are open-ended passive investment products that track the performance of an index, a commodity or a basket of assets like an index fund, but trades like a security on an Exchange.



The key entry requirements for ETFs are as follows:

| | |
|------------------------------|---|
| Key Entry Requirements | THE EXCHANGE TRADED FUND |
| | ETFs must: <ol style="list-style-type: none"> 1. be open ended in nature unless otherwise determined by the SEM; 2. be fully covered at all times; 3. have a structure which is satisfactory to the SEM. |
| | THE UNDERLYING ASSETS/SECURITIES |
| | The underlying assets/securities must: <ol style="list-style-type: none"> 1. be sufficiently liquid to satisfy the SEM that there will be proper price formation in the ETF; 2. have a net asset value that is calculated in a transparent manner and published on the issuer's website, where available and posted on the SEM's website; 3. be freely transferable. |
| | THE APPLICANT |
| | The applicant must: <ol style="list-style-type: none"> 1. prove to the SEM that it has the relevant expertise to issue ETFs or has access to such expertise; and 2. confirm that it will always in normal market circumstances endeavour to provide and maintain a reasonable bid and offer. |

Issuers may increase the issue size of existing ETFs subject to the submission to the SEM of a memorandum detailing the specific terms of the increase in issue size.

The appointment of market makers

An applicant issuer shall, prior to the listing of the ETF, be required to appoint a market-maker and such duly appointed market-maker must undertake to maintain a secondary market in the ETF.

Registrar and transfer agent

The issuer must appoint a registrar and transfer agent. Where the registrar and transfer agent is located in a foreign jurisdiction, the issuer may appoint a local representative to perform some or all of the functions of the registrar and transfer agent in Mauritius. Any change in registrar and transfer agent must be notified to the SEM without delay

8. Listing on the DEM

Applicants seeking a listing on the DEM must comply with the entry requirements, the post-listing obligations, and all the applicable provisions, as set out in the DEM Rules.

8.1 LISTING OF DOMESTIC/ INTERNATIONAL ISSUERS

The table below highlights the minimum entry requirements for equity securities (Domestic or International) on the DEM:

| | | |
|------------------------------|--|----------------|
| Key Entry Requirements | Published Accounts: | 1 year |
| | Minimum Market capitalization: | MUR 20 Million |
| | Minimum number of shareholders: | 100 |
| | Minimum equity securities in public hands: | 10% |

However admission may be granted to:

- a class of securities where less than 10% of that class is in public hands or where the number of shareholders is less than 100 provided that the applicant undertakes to increase the shareholding in public hands to 10% and the number of shareholders to 100 not later than the end of the first year of admission.
- an applicant, even though such applicant has no proven track record, provided the applicant submits to the SEM a sound business plan, certified by an independent financial adviser acceptable to the SEM, covering at least 3 years and demonstrating clearly the sustained viability of the applicant. The applicant shall also disclose the risk factors specific to the company or its industry and that are material to the securities being admitted to trading.

The SEM may also, at its discretion, and with the approval of the FSC, accept a minimum percentage in public hands of 5 % in the case of a new applicant with an expected market capitalisation at the time of listing of over MRU 500 million,

8.2 LISTING OF INVESTMENT ENTITIES

In addition to the key entry requirements set out in Section 8.1 above, an applicant which is an investment company must comply with the following additional requirements:

- It must invest in ten or more securities, each of which has been issued by non-related parties;
- It must not lend to or invest in the securities of any one company or group (including loans to or shares in its subsidiaries) more than 20% of its gross assets at the time when the investment or loan is made; for this purpose any existing holding in the company concerned must be aggregated with the proposed new investment (this restriction does not apply to cash deposits awaiting investment);
- It must not pay dividends unless such dividends are covered by income received from underlying investments.

8.3 LISTING OF JUNIOR MINERAL & EXPLORATION COMPANIES

Schedule Ten of the DEM Rules aligns the existing DEM Rules with international standards for the Mineral industry, and ensures that Mineral/Exploration Companies seeking a listing on the DEM provide investors with material, relevant and reliable information that is particular to these specialist entities.

| | | |
|------------------------------|---|---|
| Key Entry Requirements | Published Accounts: | 1 year* (may be waived, provided a business plan covering at least 3yrs is submitted) |
| | Min. Market capitalization: | MUR 20 Million |
| | Min. number of shareholders: | 100* |
| | Min. equity securities in public hands: | 10%* |
| | Management | Appropriate experience and technical expertise is mandatory. |
| | Reporting Standards | Disclosures on Mineral resources, reserves and exploration results must be prepared under The JORC Code , or NI- 43-101 , or The SAMREC Code , or any other recognized reporting standard acceptable to the SEM. |
| | Competent Person's Report | A Competent Person's Report on reserves and resources must be prepared by an independent and suitably Competent Person. |

**Requirement may be relaxed under specific circumstances.*

REPORTING STANDARDS FOR MINERAL RESOURCES, RESERVES & EXPLORATION RESULTS

Schedule Ten has been formulated in line with international Minerals industry standards of best practice for the reporting of Mineral Resources, reserves and exploration results, in a bid to facilitate information exchange and to promote uniformity, excellence, and enhanced transparency. These standards are consistent with international developments, and are accordingly reviewed from time to time.

Mineral/Exploration Companies listed on the SEM must, where applicable, disclose information on Mineral Resources, Reserves and Exploration results, either under:

- (iv) **The JORC Code**; or
- (v) **NI 43-101**; or
- (vi) **The SAMREC Code**

or under other codes acceptable to the SEM, provided that the SEM is satisfied that they give comparable standards of disclosure and sufficient assessment of the underlying assets.

In addition to this, a Mineral Company must ensure that any valuation of its Mineral Assets is prepared under the **VALMIN Code**, **SAMVAL Code**, **CIMVAL** or any other similar code acceptable to the SEM.

9. Fees

9.1 LISTING FEES FOR THE OFFICIAL MARKET

9.1.1 Listing Fees applicable for Domestic and International Issuers

The listing fees for domestic and international issuers with regards to listing on the Official Market of the SEM are as follows:

- A one-off initial listing application fee, as described in table (i) below:

| Types of Issue / Listing | Initial Fee | |
|--|-------------|---------------|
| | (MUR) | approx. (USD) |
| (Applicants without securities already listed) | | |
| Introduction | 100,000 | 3,333 |
| Offer for sale | 100,000 | 3,333 |
| Offer for subscription | 100,000 | 3,333 |
| Placing | 100,000 | 3,333 |

Table (i) : One-off initial application fees

- Fees applicable for issuers with securities already listed include:
 - (1) Fees with respect to further issues of securities, as described in the table (ii); and
 - (2) Documentation / Inspection fees relating to Corporate Actions, as described in table (iii).

| Types of issue / listing | Initial fee | |
|---|--|---|
| | (MUR) | approx. (USD) |
| (Applicants with securities already listed) | | |
| Offer for sale | 75,000 | 2,500 |
| Offer for subscription | 75,000 | 2,500 |
| Placing | 75,000 | 2,500 |
| Rights Issue | 75,000 | 2,500 |
| Consideration Issue | 50,000 | 1,667 |
| Capitalisation Issue (bonus issue/stock dividend) | 50,000 | 1,667 |
| Conversion | 75,000 | 2,500 |
| Block listing | the lesser of 20,000 or 1/10 of 1% of value of shares to be listed | the lesser of 667 or 1/10 of 1% of value of shares to be listed |

Table (ii): Fees with respect to further issues of securities

| Documents | Fee | |
|--|--------|---------------|
| | (MUR) | approx. (USD) |
| Memorandum & Articles of association / Constitution | | |
| Review of whole M&A / Constitution | 15,000 | 500 |
| Per Amendment | 3,000 | 100 |
| Review of Listing Particulars | 20,000 | 667 |
| Review of Circular of Notifiable Transactions | | |
| (a) Disclosable Transaction | 15,000 | 500 |
| (b) Substantial Transaction | 20,000 | 667 |
| (c) Related Party Transaction | 20,000 | 667 |
| Reverse Takeover | 20,000 | 667 |
| Amalgamation | 25,000 | 833 |
| Share Incentive / Option Scheme | | |
| Employee Share Scheme | 10,000 | 333 |
| Other Fees | | |
| Other Complex Transactions | 25,000 | 833 |

Table (iii): Documentation / Inspection fees relating to Corporate Actions

- Annual listing fees are payable by every listed company depending upon their market capitalization, as shown in tables (iv) below:

| Annual listing fees for equity securities | | | | | |
|---|----------------------------------|---|---|--|--|
| Average Market Capitalization | | Initial Listing Rate | | Additional Listing Rate | |
| (MUR) | approx. (USD) | (MUR) | approx. (USD) | (MUR) | approx. (USD) |
| Up to 100M | Up to 33.3M | 50,000 | 1,670 | 25,000 | 833 |
| Above 100M & up to 400M | Above 3.3M & up to 13.3M | 120,000 | 4,000 | 60,000 | 2,000 |
| Above 400M & up to 600M | Above 13.3M & up to 20M | 175,000 | 5,830 | 87,500 | 2,917 |
| Above 600M & up to 1,000M | Above 20M & up to 33.3M | 215,000 | 7,160 | 107,500 | 3,583 |
| Above 1,000M & up to 2,000M | Above 33.3M & up to 66.6M | 260,000 | 8,670 | 130,000 | 4,333 |
| Above 2,000M & up to 5,000M | Above 66.6M & up to 166.6M | 300,000 | 10,000 | 150,000 | 5,000 |
| Above 5,000M & up to 10,000M | Above 166.6M & up to 333.33M | 360,000 | 12,000 | 180,000 | 6,000 |
| Above 10,000M & up to 20,000M | Above 333.33M & up to 666.66M | 425,000 | 14,170 | 212,500 | 7,083 |
| Above 20,000M & up to 30,000M | Above 666.66M & up to 1,000M | 525,000 | 17,500 | 262,500 | 8,750 |
| Above 30,000M & up to 40,000M | Above 1,000M & up to 1,333M | 670,000 | 22,300 | 335,000 | 11,167 |
| Above 40,000M | Above 1,333M | 670,000 + .001 % on excess over 40,000M | 22,300 + .001 % on excess over 1,333M | 335,000 + .001% on excess over 40,000M | 11,167 + .001% on excess over \$1,333M |

Table (iv): Annual listing fees for equity securities

| Annual listing fees for debt securities | | | | | |
|---|-------------------------------|---|--|--|--|
| Average Market Capitalization | | Initial Listing Rate | | Additional Listing Rate | |
| (MUR) | approx. (USD) | (MUR) | approx. (USD) | (MUR) | approx. (USD) |
| up to 100M | Up to 33.3M | 61,100 | 2,037 | 30,600 | 1,020 |
| Above 100M & up to 300M | Above \$ 3.3M & up to \$10M | 88,300 | 2,943 | 44,200 | 1,473 |
| Above 300M & up to 600M | Above \$10M & up to \$20M | 115,400 | 3,847 | 57,700 | 1,923 |
| Above 600M & up to 1,000M | Above \$20M & up to \$33.3M | 142,500 | 4,750 | 71,300 | 2,377 |
| Above 1,000M & up to 2,000M | Above \$33.3M & up to \$66.6M | 169,700 | 5,657 | 84,900 | 2,830 |
| Above 2,000M | Above \$66.6M | 169,700 + .0005% on excess over 2,000M | 5,657 + .0005% on excess over 66.6M | 84,900 + .0005% on excess over MUR 2,000M | 2,830 + .0005% on excess over \$66.6M |

Table (v) : Annual listing fees for debt securities

9.1.2 Listing Fees applicable for investment entities

- An initial listing fee of US \$ 1,500 and an annual fee of US \$ 1,500 are applicable.
- In the case of a “multi-class fund” or an “umbrella fund”, (a collective investment scheme which is divided into a number of subfunds), the following will apply in respect of the initial and annual listing fees payable:

| No of different Classes | Initial Fee / Annual Fee |
|-------------------------|---------------------------|
| 1-3 | US \$ 1,500 (per subfund) |
| 4-10 | US \$ 5,000 (fixed) |
| 11-20 | US \$ 7,500 (fixed) |
| Over 20 | US \$ 10,000 (fixed) |

Table (vi) : Fees applicable for “multi-class funds” or “umbrella funds”

9.2 CDS FEES FOR OFFICIAL MARKET ISSUERS

CDS fees are payable by those companies which would avail themselves of the Central Depository & Settlement Co Ltd's (CDS) services and facilities.

The annual service fee of the CDS for companies trading on the Official Market of the SEM is based on the average market capitalisation of each security during the previous year, according to table (vii) below:

| Average Market Capitalisation | | Annual fees | |
|--------------------------------|-------------------------------|--|--|
| MUR | approx. (USD) | (MUR) | approx. (USD) |
| Up to 100M | up to 3.3M | 65,379 | 2,179 |
| Above 100M & up to 250M | Above 3.3M & up to 8.3M | 84,239 | 2,808 |
| Above 250M & up to 400M | Above 8.3M & up to 13.3M | 108,840 | 3,628 |
| Above 400M & up to 1,000M | Above 13.3M & up to 33.3M | 120,700 | 4,023 |
| Above 1,000M & up to 2,000M | Above 33.3M & up to 66.7M | 139,559 | 4,652 |
| Above 2,000M & up to 4,000M | Above 66.7M & up to 133.3M | 158,419 | 5,281 |
| Above 4,000M | Above 133.3M | 158,419 + 0.00027% on excess over Rs 4,000M | 5,281+ 0.00027% on excess over 133.3M |

Table (vii) : Annual service fees of the CDS for companies trading on the Official Market (Effective as from January 2014)

9.3 LISTING FEES FOR THE DEM

9.3.1 Listing Fees applicable for Domestic and International Issuers

The listing fees for domestic and international issuers with regards to listing on the DEM are as follows:

- An initial application fee of MUR 75,000 (approx. USD 2,500) is applicable for every new applicant seeking to list its securities on the DEM, while a fee of MUR 50,000 (approx. USD 1,667) is charged in respect of every application for the admission of further securities on the DEM.
- Documentation and inspection fees related to corporate actions are also applicable as illustrated in table (viii) below:

| DOCUMENTS | FEE | |
|---|--------|---------------|
| | (MUR) | approx. (USD) |
| Review of Further Admission Document | 15,000 | 500 |
| Reverse Takeover | 15,000 | 500 |
| Amalgamation | 15,000 | 500 |
| Share Incentive / Option Scheme | | |
| Employee Share Scheme | 5,000 | 167 |
| Other Fees | | |
| Other Complex Transactions | 15,000 | 500 |

Table (viii) : Documentation / Inspection fees relating to Corporate Actions

- Annual fees are payable by every listed company depending upon their market capitalization, as shown in table (ix):

| Average Market Capitalisation | | Initial Listing Rate | | Additional Listing Rate | |
|-------------------------------|-------------------------|---|--|--|---|
| (MUR) | approx. (USD) | (MUR) | approx. (USD) | (MUR) | approx. (USD) |
| up to 50M | up to 1.7M | 30,000 | 1000 | 15,000 | 500 |
| 50,000,001 to 100M | 1,666,666.7 to 3.3M | 45,000 | 1,500 | 22,500 | 750 |
| 100,000,001 to 200M | 3,333,333.4 to 6.7M | 65,000 | 2,167 | 32,500 | 1,083 |
| 200,000,001 to 400M | 6,666,666.7 to 13.3M | 80,000 | 2,667 | 40,000 | 1,333 |
| 400,000,001 to 800M | 13,333,333.4 to 26.7M | 95,000 | 3,167 | 47,500 | 1,583 |
| 800,000,001 to 1,000M | 26,666,666.7 to 33.3M | 110,000 | 3,667 | 55,000 | 1,833 |
| 1,000,000,001 to 2,000M | 33,333,333.4 to 66.7M | 135,000 | 4,500 | 67,500 | 2,250 |
| 2,000,000,001 to 5,000M | 66,666,666.7 to 166.7M | 150,000 | 5,000 | 75,000 | 2,500 |
| 5,000,000,001 to 10,000M | 166,666,666.7 to 333.3M | 175,000 | 5,833 | 87,500 | 2,917 |
| Above 10,000M | Above 333.3M | 175,000 + .001% on excess over 10,000M | 5,833 + .001% on excess over 333.3M | 87,500 + .001% on excess over 10,000M | 2,917 + .001% on excess over 333.33M |

Table (ix) : Annual listing fee structure

9.3.2 Listing Fees applicable for investment entities

- An initial listing fee of US \$ 1,000 and an annual fee of US \$ 1,000 are applicable.
- In the case of a “multi-class fund” or an “umbrella fund”, (a collective investment scheme which is divided into a number of subfunds), the following will apply in respect of the initial and annual listing fees payable:

| No of different Classes | Initial Fee / Annual Fee |
|-------------------------|---------------------------|
| 1-3 | US \$ 1,000 (per subfund) |
| 4-10 | US \$ 3,500 (fixed) |
| 11-20 | US \$ 5,000 (fixed) |

Table (x) : Fees applicable for “multi-class funds” or “umbrella funds”

9.4 CDS FEES FOR DEM ISSUERS

CDS fees are payable by those companies which would avail themselves of CDS services and facilities. The annual service fee of the Central Depository & Settlement Co Ltd (CDS) for companies trading on the DEM is based on the average market capitalisation of each security during the previous year, according to the table (xi) below:

| Average Market Capitalisation | | Initial Listing | |
|--------------------------------|-------------------------------|---|--|
| (MUR) | approx. (USD) | (MUR) | approx. (USD) |
| Not exceeding 50M | Not exceeding 1.7M | 18,600 | 620 |
| Above 50M & up to 100M | Above 1.7M & up to 3.3M | 31,432 | 1,048 |
| Above 100M & up to 250M | Above 3.3M & up to 8.3M | 40,233 | 1,341 |
| Above 250M & up to 400M | Above 8.3M & up to 13.3M | 49,035 | 1,635 |
| Above 400M & up to 1,000M | Above 13.3M & up to 33.3M | 57,836 | 1,928 |
| Above 1,000M & up to 2,000M | Above 33.3M & up to 66.7M | 66,636 | 2,221 |
| Above 2,000M & up to 4,000M | Above 66.7M & up to 133.3M | 75,437 | 2,515 |
| Above 4,000M | Above 133.3M | 75,437 + 0.00027% on excess over Rs 4,000M | 2,515 + 0.0027% on excess over 133M |

Table (xi) : Annual service fees of the CDS for companies trading on the DEM

N.B. The Exchange Rate used for the purposes of this document is USD 1 = MRU 30

10 Contact details

As outlined at the beginning of this guide, if you are considering undertaking a listing, the first step that you should take is to ascertain whether going public is appropriate for your company. Your decision must be guided by your company's long-term strategy and other major factors which need to be considered when deciding to list, including the advantages and disadvantages of a listing, as well as the issues for consideration outlined in this booklet.

More information about listing on the SEM's markets is available on our website at:

<http://www.stockexchangeofmauritius.com> .

The Listing Rules and DEM Rules can also be downloaded from the SEM's website at:

<http://www.stockexchangeofmauritius.com/rules>

Alternatively should you require any further information about listing on the SEM, please contact:

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