



C-CARE (MAURITIUS) LTD

A decorative horizontal line consisting of a grid of small teal and blue dots.

**INFORMATION TO ORDINARY SHAREHOLDERS
NOTICE OF SPECIAL MEETING**

EXPLANATORY LETTER

To the Shareholders of C-Care (Mauritius) Ltd

25 June 2025

Dear Shareholder,

Proposed Delisting of C-Care (Mauritius) Ltd ("CCM") from the Development & Enterprise Market ("DEM") and Related Purchase Offer

As per the cautionary announcement issued by CCM on 18 June 2025, CCM wishes to take CCM private via a scheme of arrangement (the "**Scheme**") and to offer a liquidity event to shareholders through a purchase offer (the "**Offer**"). The rationale for taking the company private is that CCM no longer meets the minimum free float requirement on the DEM.

The Offer

CCM is of the view that by going private, CCM would significantly limit the tradability of the shares due to (i) the lack of a market, (ii) transfer taxes and duties associated with the trading of the shares and (iii) limited information being made available to facilitate such trading.

Accordingly, and, subject to all requisite approvals being received, CCM wishes to offer you an exit solution by purchasing your shares at a price per share of MUR 8.54 (the "**Offer Price**"). This Offer Price represents a premium to the CCM's share price over the past 6 months prior to 31 May 2025 and is the same price at which C-Care (International) Ltd effected the recent internal portfolio reorganisation and the acquisition of additional shares in CCM.

The Scheme

The Scheme will be submitted to shareholders for approval at a special meeting to be held at the registered office of CCM, 5th Floor, Ebène Skies, Rue de l'Institut, Ebène, on Thursday 24 July 2025, at 9.30 am (the "**Special Meeting**").

CCM wishes to highlight that all resolutions voted on by at least 75% of shareholders present and entitled to vote at the Special Meeting shall be deemed to be approved. Furthermore, the Scheme is subject to the approval of the Supreme Court of Mauritius and all regulatory authorities. Accordingly, CCM encourages all shareholders to either attend or be represented at the Special Meeting.

We thank you for your continued support and look forward to your participation at the forthcoming Special Meeting.

Yours faithfully,



Guillaume Dalais

Chairperson

For and on behalf of CCM

This letter is provided for information purposes only and does not constitute financial or legal advice. Shareholders should seek independent professional advice where appropriate.

In the matter of:
Ex Parte

C-CARE (MAURITIUS) LTD

And in the matter of:

THE COMPANIES ACT 2001

NOTICE

To a Special Meeting of Ordinary Shareholders of C-CARE (MAURITIUS) LTD to consider: SCHEME OF ARRANGEMENT Under section 261 and following of the Companies Act 2001

Notice is hereby given that by an Order dated 19 June 2025 (the "**Order**"), the Supreme Court (Bankruptcy Division) has directed a Special Meeting to be convened of the holders of the ordinary shares in C-Care (Mauritius) Ltd (the "**Company**") for the purpose of considering and, if thought fit, approving with or without modification, a Scheme of Arrangement (the "**Scheme**") proposed to be made between the Company, and the holders of ordinary shares in the Company and that such meeting shall be held on **Thursday 24 July 2025, at 9.30 am** at the registered office of the Company, 5th Floor, Ebène Skies, Rue de l'Institut, Ebène.

A copy of the Explanatory Letter, the Scheme, the Order and the Proxy required to be furnished, are enclosed herewith.

Any shareholder may attend the Special Meeting and vote thereat either in person or by proxy.

The resolutions to be voted by the shareholders of the Company are set out in **Schedule 1** hereto and the Supreme Court has fixed the threshold for approving the Scheme to be the same as for a special resolution, that is to say, approved by a majority of 75% of the votes of those shareholders present, entitled to vote and voting on the Scheme.

The Court has appointed, Mr. Guillaume Dalais, director of the Company to be the Chairperson of the Special Meeting, and in his absence alternatively Mr. Yougendranath (Yogesh) Kissoondary, director of the Company, to report the results of the said Special Meeting to the Supreme Court upon presentation of the Petition to sanction the Scheme.

The Scheme shall be subject to the subsequent approval of the Supreme Court by way of a Petition.

This 25 June 2025



Reshma Curpen, ACG
For and on behalf of
CIEL Corporate Services Ltd
Company Secretary

Notes:

1. Should you be unable to attend the Special Meeting, you are entitled to appoint a proxy (a copy of the proxy form has been enclosed and is also available on the website of the Company, <https://c-care.com/mu/investors-corner>, as well as at the registered office of the Company, 5th Floor, Ebène Skies, Rue de l'Institut, Ebène) to attend and vote in your stead.
2. A proxy needs not be a member of the Company. Proxy forms should be deposited at the Share Registry and Transfer Office of CCM, MCB Registry & Securities Ltd, Ground Floor, Raymond Lamusse Building, 9-11, Sir William Newton Street, Port Louis not less than twenty-four (24) hours before the time fixed for holding the Special Meeting and in default, the instrument of proxy shall not be treated as valid.
3. For the purpose of this Special Meeting and in compliance with Section 120 of the Companies Act 2001, the ordinary shareholders who are entitled to receive the notice of the Special Meeting shall be those whose names are registered in the Company's register as at 25 June 2025.

SCHEDULE 1 - RESOLUTIONS

SPECIAL MEETING OF ORDINARY SHAREHOLDERS 24 July 2025

The shareholders will be required to vote on the following Resolutions (capitalised terms having the same definition as in the Scheme) by way of special resolutions:

1. to approve the Scheme;
2. that subject to First Resolution being approved, reduction of the stated capital and reserves of CCM by the net value of the purchased shares by CCM, be and is hereby approved; and
3. that subject to the Second Resolution being approved, the amendment of constitution of the Company from a public company to a private company, be and is hereby approved.

THE SCHEME

1. The Scheme of Arrangement pursuant to sections 261 to 264 of the Act (hereinafter referred to as the "**Scheme**") is a purchase offer by C-Care (Mauritius) Ltd ("**CCM**") to its shareholders through a "take private scheme" and to withdraw the shares of CCM from the Development & Enterprise Market ("**DEM**").
2. The Scheme shall consist of:
 - 2.1. an offer by CCM to purchase the shares of the shareholders (the "**Offer**") pursuant to section 69(3) of the Act and the Securities (Purchase of Own Shares) Rules 2008. The Offer shall be made to all the shareholders of CCM at the price of Rs. 8.54 per Ordinary Share (the "**Offer Price**"). The Offer Price has been determined by the Board of Directors of CCM (the "**Board**") as being fair and reasonable and is with a premium to market price over the past 6 months up to 31 May 2025, and is the same price at which C-Care (International) Ltd carried out its portfolio reorganisation and the acquisition of additional shares in CCM. Shareholders accepting the Offer shall do so by means of an acceptance form;
 - 2.2. the compulsory purchase by CCM of the Ordinary Shares held by the shareholders who have not accepted the Offer at the Offer Price per Ordinary Share as determined by the Board in its sole discretion (the "**Compulsory Acquisition**");
 - 2.3. the compensation payable to the shareholders for the Compulsory Acquisition shall be the Offer Price.
 - 2.4. In relation to Ordinary Shares which are subject to an usufruct, the Offer Price shall be paid to the bare-owner of the Ordinary Shares and in relation to Ordinary Shares burdened with a pledge or charge, the Offer Price shall be paid following the receipt of the written authorisation of the secured creditor;
 - 2.5. the reduction of the stated capital and reserves of CCM by the reduction of the stated capital by some Rs 352 million (the exact figure will be finally determined on or about 30 September 2025), representing the net value of the purchased shares by CCM (the "**Reduction of Capital**");
 - 2.6. the authorisation being granted to the Secretary to rectify the share register of the Company in relation to the implementation of the Scheme without the need for any further act, instrument, deed or formality;
 - 2.7. the cancellation of the listing of CCM from the DEM; and
 - 2.8. the amendment to the constitution of the Company and the change in the registration at the Registrar of Companies of CCM from a public company to a private company;

Special Resolutions

3. All the resolutions in relation to the Scheme shall be passed by special resolution approved by a majority of 75% of those present, entitled to vote and voting.

Implementation of the Scheme

4. Following the sanction of the Scheme by the Supreme Court (Bankruptcy Division) and the filing at the Registrar of Companies, and before the 13 October 2025:
 - 4.1. the Offer would have been sent to all the shareholders of the Company;
 - 4.2. the returned acceptance forms of the Offer would have been received by the Secretary of the Company;
 - 4.3. the Board would have exercised its discretion in relation to the Compulsory Acquisition;
 - 4.4. the Company would have paid the Offer Price in relation to the Offer and the Compulsory Acquisition;
 - 4.5. the Secretary would have rectified the share register of the Company in relation to the implementation of the Scheme;
 - 4.6. the Reduction of Capital would have occurred;
 - 4.7. the Company would have been delisted from the DEM; and
 - 4.8. the amendment of the constitution would have been filed at the Registrar of Companies and registration of the CCM changed from a public company to a private company.



Thierry Koenig SA

COURT ORDER

IN THE SUPREME COURT OF MAURITIUS
Bankruptcy Division

SC/COM/MOT/000445/2025

In the matter of:
Ex-Parte

C-CARE (MAURITIUS) LTD

Applicant

And in the matter of:

THE COMPANIES ACT 2001

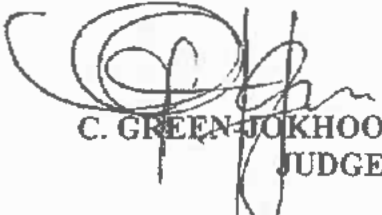
ORDER

Upon the application of Mr T Koenig, SA for the applicant and after considering the motion paper and affidavit, both dated 19th June 2025, and the documents filed in support thereof, I grant the motion of the applicant. I therefore allow the applicant to convene the shareholders of CCM whose names appear in the company's share register as at the date (T+3) at a special meeting for the purpose of considering, and if thought fit, approving with or without modification the proposed Scheme of Arrangement, to be held at the registered office of the Company, 5th Floor, Ebène Skies, Rue de L' Institut, Ebène on 24 July 2025 at 9.30 am of the clock. The convocation of all the shareholders to the said meeting shall be by post at their respective address as recorded in the share register of the applicant. The shareholders' convocation by post is to contain a copy of the Notice, the Scheme and a form to vote by proxy.

I further order:

1. the shareholders of CCM to adopt the Scheme and all the resolutions by a majority of 75 per cent of the votes of those shareholders present, entitled to vote and voting;
2. that Mr. Guillaume Dalais, director of CCM, be designated as the Chairperson of both Special Meetings and in his absence, alternatively, Mr Yogesh Kissoondary, director of CCM;
3. that the Chairperson will report to the Court of the outcome of the shareholders' meeting and that a Petition be presented to the Court to sanction the Scheme.

Chambers, this 19th June 2025


C. GREEN-JOKHOO
JUDGE

PROXY FORM

SPECIAL MEETING OF ORDINARY SHAREHOLDERS

I/We (Block Capitals, please),

of

being holder(s) of ordinary shares issued by **C-Care (Mauritius) Ltd ("CCM/ the Company")**, hereby appoint:

..... (name of proxy)

of (address of proxy)

or, failing him/her, the Chairman of the Special Meeting as my/our proxy to represent me/us and attend and vote for me/us and on my/our behalf at the Special Meeting of the Company to be held at the registered office of the Company, 5th Floor, Ebène Skies, Rue de l'Institut, Ebène, on **Thursday 24 July 2025, at 9.30 am** and at any adjournment thereof.

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

(Please indicate with a tick (✓) in the spaces below how you wish your votes to be cast)

SPECIAL RESOLUTIONS	FOR	AGAINST	ABSTAIN
1. "THAT the Scheme, a copy of which is attached to the minutes of this Special Meeting, be and is hereby approved."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. "THAT , subject to First Resolution being approved, reduction of the stated capital and reserves of CCM by the net value of the purchased shares by CCM, be and is hereby approved."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. "THAT , subject to the Second Resolution being approved, the amendment of constitution of CCM from a public company to a private company, be and is hereby approved."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this..... day of 2025

Signature(s)

Name(s)

Notes:

- Any shareholder of CCM entitled to attend and vote at this Special Meeting may appoint a proxy, whether a shareholder or not, to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
- If the instrument appointing the proxy is returned without an indication as to how the person appointed proxy shall vote, the person appointed proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting.
- The duly signed Proxy form shall be deposited at the Share Registry and Transfer Office of CCM, MCB Registry & Securities Ltd, Ground Floor, Raymond Lamusse Building, 9-11, Sir William Newton Street, Port Louis not less than twenty-four (24) hours before the time fixed for holding the Special Meeting and in default, the instrument of proxy shall not be treated as valid.



C-Care (Mauritius) Ltd

5th Floor, Ebène Skies, Rue de l'Institut, Ebène, Mauritius
BRN: C07002054