

**IN THE SUPREME COURT OF MAURITIUS**  
**(Bankruptcy Division)**

In the matter of: SC/COM/MOT/000346/2025

Ex Parte

**COMPAGNIE DES VILLAGES DE VACANCES DE L'ISLE DE FRANCE LIMITEE**

And in the matter of:

**THE COMPANIES ACT 2001**

**NOTICE**

**To a Special Meeting of Shareholders of**  
**COMPAGNIE DES VILLAGES DE VACANCES DE L'ISLE DE FRANCE LIMITEE**  
**to consider:**

**SCHEME OF ARRANGEMENT**

**Under section 261 and following of the Companies Act 2001**

**NOTICE**

Notice is hereby given that by an Order dated 20 May 2025 (the “**Order**”), the Supreme Court (Bankruptcy Division) has directed a special meeting to be convened of the holders of the shares in Compagnie des Villages de Vacances de l’Isle de France Limited (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 shares in the Company and that such meeting shall be held on **17 June 2025 at 14.00, at Hennessy Park Hotel, 65 Cybercity, Quatre Bornes Mauritius.**

Any shareholder may attend the special meeting and vote thereat either in person or by proxy. Proxy forms should be deposited at the Share Registry and Transfer Office of the Company, MCB Registry & Securities Ltd, not less than twenty-four hours before the start of the special meeting, and in default, the instrument of proxy shall not be treated as valid.

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 per cent of the votes of those shareholders present, entitled to vote and voting on the Scheme.

The Court has appointed, Mr. Jean Michel Ng Tseung director of the Company to be the Chairperson of the Special Meeting and in his absence alternatively Mrs. Margaret Wong Ping Lun director of the

Company and 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 23rd day of May 2025.

MCB Group 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, [www.covifra.com](http://www.covifra.com), as well as at the registered office of the Company, 9-15 Sir William Newton Street, MCB Centre, Port Louis, Mauritius), to attend and vote in your stead.
1. A proxy need not be a member of the Company. Proxy forms should be deposited at the Share Registry and Transfer Office of the Company, MCB Registry & Securities Ltd, Raymond Lamusse Building, Sir William Newton Street, Port Louis, Mauritius, not less than twenty-four hours before the start of the special meeting, and in default, the instrument of proxy shall not be treated as valid.
2. For the purpose of this special meeting and in compliance with Section 120 of the Companies Act 2001, the shareholders who are entitled to receive the notice of the special meeting shall be those whose names are registered in the Company's register (T+3) of convening of the special meeting the purposes of voting the Scheme, being the date of posting of the notice by the company secretary, being this 23rd day of May 2025.

## **SCHEDULE 1 - RESOLUTIONS**

### **SPECIAL MEETING OF SHAREHOLDERS**

**17 June 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:

#### **First Resolution**

“**THAT** the Scheme, a copy of which is attached to the minutes of this Special Meeting, be and is hereby approved.”

#### **Second Resolution**

“**THAT**, subject to the First Resolution being approved, the amendment of the constitution of the Company, be and is hereby approved.”

#### **Third Resolution**

“**THAT**, subject to the Second Resolution being approved, the reduction of the stated capital and reserves of COVIFRA by the net value of the purchased shares by COVIFRA, be and is hereby approved.”