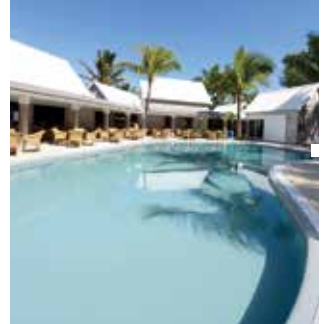


ATTITUDE PROPERTY LTD

PROSPECTUS



The listing of up to 178,000,000 no par value ordinary shares on Development and Enterprise Market of the Stock Exchange of Mauritius through:

1. 78,000,000 shares by way of introduction
2. Up to 100,000,000 by way of an initial public offering Rs 10.00 per share

“The Development & Enterprise Market is a market designed to include emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. The Development & Enterprise Market securities are not admitted to the Official Market of the SEM.

A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with a professional financial adviser.”





TROPICAL ATTITUDE



RECIF ATTITUDE



TROPICAL ATTITUDE



RECIF ATTITUDE



THE RAVENALA ATTITUDE

I. IMPORTANT INFORMATION

LEC ref. no.: LEC/OS/01/2015

This document is issued by Attitude Property Ltd (“APL”, “the Company”, or “the Issuer”), a company incorporated and registered in Mauritius under the Companies Act 2001 on the 4th of July 2013 bearing Registration Number 117222 and Business Registration Number C13117222. The Company was converted into a public company on the 5th of May 2014.

The Directors, whose names appear in section 16 of this document, collectively and individually, accept full responsibility for the accuracy and completeness of the information contained in the Prospectus; as well as confirm, having made all reasonable enquiries to the best of their knowledge that there are no other facts whose omission would make any statement herein misleading.

For a full appreciation of the Prospectus, the document should be read in its entirety. If you are in any doubt about the contents of this document you may consult an independent qualified person who may advise you accordingly.

This document is intended only for the use of the person to whom it is addressed. It is not meant to be redistributed, reproduced, or used, in whole or in part, for any other purpose. Securities will not be issued under this Prospectus following a period exceeding six (6) months starting on the date this Prospectus was granted effective registration.

An application has been made for the listing of the ordinary shares of the Issuer on the Development and Enterprise Market (“DEM”) of the Stock Exchange of Mauritius Ltd (“SEM”). Permission has been granted by the Listing Executive Committee of the SEM on 13 July 2015 for the listing of up to 178M no par value ordinary shares of the Issuer on the Development and Enterprise Market of the SEM effective on 21 September 2015 through the introduction of 78M no par value ordinary shares and the issue of up to 100M no par value ordinary shares. This document has been vetted by the Listing Executive Committee of the SEM in conformity with the DEM Rules.

The Financial Services Commission (“FSC”) takes no responsibility for the contents of this document and will not be liable to any action

in damages suffered as a result of any prospectus registered by the FSC. Neither the Listing Executive Committee of the SEM nor the SEM assumes any responsibility for the contents of this document and will not be liable to any action in damages as a result of any Prospectus registered by any one of them. The Listing Executive Committee of the SEM and the SEM make no representation as to the accuracy or completeness of any of the statements made or opinions expressed in this document and expressly disclaim any liability whatsoever for any loss arising from or in reliance upon the whole or any part thereof.

Investors should take into account that there are certain risk factors which may affect the Company’s future performance and the industry in which it operates; these include (but are not limited to) risks associated with (i) economic, social, environmental and political matters in Mauritius and in the countries where tenants of the Company derive their business revenue, (ii) fluctuation in tourist arrivals, (iii) leasehold lands, (iv) the lessee meeting its rental obligations, (v) natural disaster and damage, and (vi) interest rate and taxation. Accordingly, it is strongly recommended that prospective investors read the section entitled “Risk Factors” set out in section 13 of this document for a more detailed discussion of the factors that could affect the Company’s future performance and the industry in which it operates.

A copy of this Prospectus, which is deemed to constitute an Admission Document, has been filed with the FSC in accordance with Section 76 of the Securities Act 2005. The filing was made with respect to the offer for subscription undertaken by the Issuer with a view to seeking admission on the SEM’s DEM. The Prospectus has been drawn up in accordance with the Securities Act 2005 and the Securities (Public Offer) Rules 2007. The Prospectus was granted a provisional registration by the FSC on 26 March 2015. The FSC takes no responsibility for the contents of the Prospectus. No action will lie against the FSC or any member of the FSC for any damage or loss suffered as a result of any prospectus being acknowledged or registered with the FSC.

2. STATEMENT BY DIRECTORS

This document is issued in compliance with the DEM Rules of the SEM for admission to the DEM to provide information to prospective shareholders of the Issuer.

The Directors, whose names appear in section 16 of this document,

- (i) accept responsibility for the contents of the Prospectus;
- (ii) declare that, to the best of their knowledge and belief, and after making reasonable inquiries, the Prospectus complies with the Securities Act 2005 and the rules and regulations made under the Securities Act 2005;
- (iii) declare that, to the best of their knowledge and belief, and after making reasonable enquiries, the information contained in the Prospectus is in accordance with facts and the Prospectus makes no omission likely to affect the import of such information.

They further declare that the forecasts, estimates or projections of the issuer provided in the Prospectus have been made after due and careful enquiry.

No change in the nature of the business is being contemplated.

Except as disclosed in the Prospectus, the Directors also confirm that they have no potential conflicts of interest between their duties to the Issuer and their private interests or any other duties.

The Directors, after having made due and careful enquiry, are of the opinion that the working capital available to the Issuer will be sufficient to satisfy its present requirement, for at least twelve months from the date of issue of the Prospectus. They also state that there have been no material changes in the financial position or trading position of the Company since the last audited accounts.

The Directors hereby confirm that the Issuer will abort the IPO and refund application monies should the following conditions not be met:

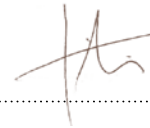
- 1. The total amount raised through the Offer for Subscription reaches or exceeds the threshold of MUR 700M (which represents 70% of 100M Share on Offer at MUR 10 each); and
- 2. The total percentage in public hands after the Offer for Subscription and Placement stands at or exceeds the threshold of 10%.

Approved by the Board of the Issuer on 13 February 2015 and signed by:

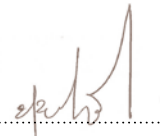
Michel Guy Rivalland



Jean Michel Pitot



Deenesh Seedoyal



Lutchmeepakash Seepersand



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4. SALIENT FEATURES OF THE PROPOSED ISSUE

Issuer	Attitude Property Ltd
Terms of the share issue	Issue of up to 100,000,000 no par value ordinary shares at an issue price of MUR 10 each through an offer for subscription to the public (the "Public Offer"), following which 178,000,000 no par value ordinary shares will be listed on the Development and Enterprise Market of the Stock Exchange of Mauritius Ltd.
Application Procedures	<p>Acceptance may only be made by filing in and signing the 'Attitude Property Ltd Share Subscription Application Form' annexed to the Prospectus. Acceptance is irrevocable and may not be withdrawn. An application will be considered only if a minimum of 1,000 shares (Rs 10,000) is applied for.</p> <p>It is compulsory for a shareholder to have a CDS account to hold the securities. The Investment Dealer will open an account on behalf of the applicant where necessary.</p>
Application Deadline	The above mentioned form and payment must reach the registered office of either AXYS Stockbroking Ltd or any other Investment Dealer at latest by 12:00 (noon) on 28 – Aug –15.
Gross proceeds to be raised	MUR 1,000,000,000 (One Billion)
Purpose of the issue	To raise capital and enhance market presence.
Proposed use of the issue proceeds	The net proceeds from the Public Offer will be used to repay the Issuer's borrowings so as to reduce its gearing ratio as well as alleviate interest charges.
Underwriting	The IPO will not be underwritten as the Directors are confident that all shares on offer will be fully subscribed to.
OFFER TIME TABLE	
Subscription opens on	21-Jul-15
Subscription closes on	28-Aug-15
Shares allotted on	11-Sep-15
Allotment letters dispatched	17-Sep-15
Refund of unsuccessful applications	17-Sep-15
CDS Account Credited	17-Sep-15
Trading commences on	21-Sep-15

Table I. Salient features of public offer

5. ABOUT ATTITUDE PROPERTY & ATTITUDE HOSPITALITY

About APL

Attitude Property Ltd (“APL”) was originally incorporated as a private company in Mauritius according to the Companies Act 2001 under the name of Neymar Ltd on the 4th of July 2013. APL was converted into a public company limited by shares on the 5th May 2014. APL is a wholly owned subsidiary of Attitude Hospitality Ltd (“AHL”).

About AHL

AHL was previously known as Attitude Resorts Ltd. Since inception in 2008, AHL’s goal has been to position itself as a mid-market player within the tourism sector. AHL started with two hotels: Coin de Mire Attitude and Blumarine Attitude which, combined, have 210 rooms. Through continuous expansion and innovation, ‘Attitude’ has become a leading brand as well as a reference for the mid-market segment. AHL has extended both its network and market presence on the island of Mauritius to reach a room capacity in excess of 1,100 rooms. During the first half of 2014, AHL acquired ‘La Plantation Resort and Spa’, fully financed by borrowings.

	★ 2008	2009	2010	2011	2012	2013	2014
Cocotiers	2+			A (Sep) 48	48	48	48
Coin de Mire Attitude	3	69 E&R	102	102	102	102	102
Émeraude Beach Attitude	3		A&R 61	61	61	61	61
Récif Attitude	3+			R (CA) 70	R 70	E (BAS) 70	70
Tropical Attitude	3+			60	60	60	60
Friday Attitude	3+			A (Sep) 52	52	52	R 51
Blumarine Attitude	4	141	141	182	182	A 182	R 182
The Ravenala Attitude*	4						A 275 R
Zilwa Attitude	4					214	214
Paradise Cove	5				A 67	R 67	67
<i>attitude</i>	210	243	345	575	642	856	1,131

A = Acquisition, E + Expansion, R = Renovation, B = Bar, S = Spa, CA = Common Areas
* Ex La Plantation

Figure 1. Evolution of AHL’s room capacity since inception

6. OVERVIEW OF THE BUSINESS

The Tourism Sector

The tourism industry boomed in the mid-noughties, peaking in 2007 on the back of average occupancy rates, reaching 76%. This was well above the 64% average occupancy rate in the 5-years preceding 2007 and since 2007. The unprecedented levels of profitability during the boom years encouraged many operators to convert their hotels to 5 star categories. Then came the financial crisis which changed the tourism industry’s landscape. A more price-conscious/sensitive traditional clientele coupled with a decline in core market figures triggered a price war which led to substantial discounting within the industry. AHL’s operations under the “Attitude” brand commenced in 2008 during the crux of the crisis as a mid-market operator. The upshift in hotel rooms as illustrated in Figure 2 created the opportunity for Attitude to fill mid-market space.

HOTEL ROOM PARK EVOLUTION - SHARE OF ROOMS %

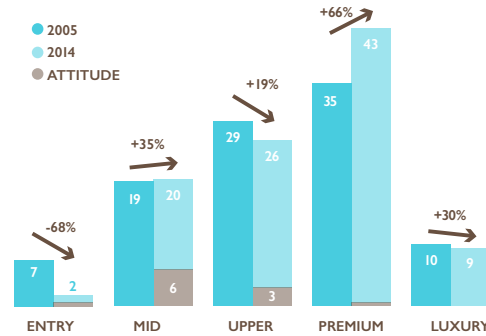


Figure 2. Evolution of hotel room park (share of rooms per segment measured in [%])

Currently AHL manages a total of 10 hotels. Some partly or fully owned whilst the remaining leased from third parties as illustrated below.

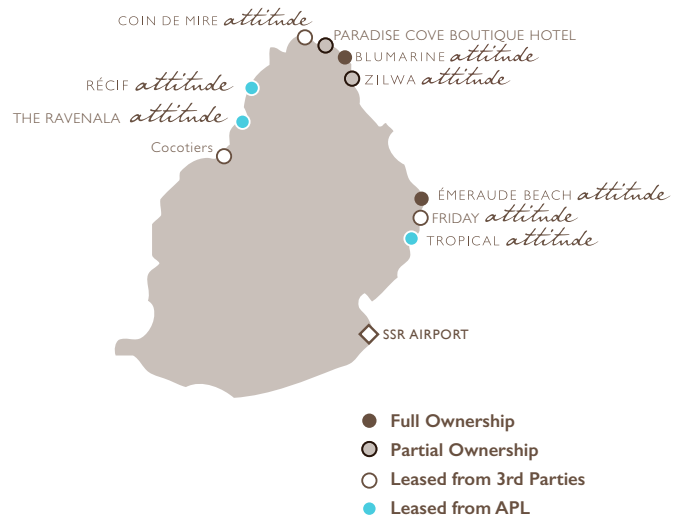


Figure 3. Geographical Distribution of Hotels

The Rationale for APL

AHL’s Board opted in favour of a new business model whereby the property ownership of its hotels would be segregated from its hotel business. APL was therefore established to hold the properties of AHL. APL’s objective is to rent out its properties so as to maximize shareholder return from its property portfolio.

In the wake of the financial crisis and its aftermath, the hotel industry suffered from major setbacks. A few hotels forming part of the Apavou Group were placed into receivership. La Plantation, for which AHL submitted a successful bid, was among those hotels. This acquisition was fully financed by a bank loan of Rs825M borne by APL and a shareholder loan from AHL to the tune of MUR 375M.

Ongoing Transactions

Following APL’s acquisition of the property premises of La Plantation Resort and Spa, Pointe Aux Piments Hotel Ltd and Tropical Hotel Limited, which hold the property (land and building) premises of Le Recif Attitude and Tropical Attitude (the ‘Properties’) respectively, were also transferred to APL for a consideration of Rs1 each on 9 March 2015. The entities were transferred instead of the assets, because at the time when this document was written, the Properties bore a lien. The lien will be transferred to APL shares which are held by AHL upon the completion of the IPO.

Following the removal of lien on the two assets, the Properties will be transferred to APL for a combined total consideration of MUR 603M, which also include existing Furniture, Fixtures and Equipment (“FF&E”). The amount is as as per the independent valuation carried out by Broll Indian Ocean as detailed further in Section 17 of this document. Once the underlying property assets have been transferred to APL, the holding companies, Point Aux Piments Ltd and Tropical Hotel Ltd, will be sold to AHL for MUR 1 each. AHL will use these companies as the operating company running the hotels. These transactions are expected to be completed within 1 month from the listing of APL.

Final Business Model

The issuer will replicate a business model similar to global REIT structures. Under its new business model, AHL will be renting the three properties from APL.

APL’s Income Stream

APL’s only source of revenue is the rental income the Issuer receives from its three (3) hotel properties. According to the 20-year binding lease agreement with AHL, APL will perceive rental income twice a year – at six (6) month intervals – in arrears. The rental contract stipulates that the rental amount will be revised upwards every three (3) years by an amount linked to the cumulative increase in headline inflation and capped at 15% over the course of the three (3) year period. At the expiry of the twenty (20)-year binding rental agreements, the tenants will have the option to renew the lease for another twenty (20)-year period.

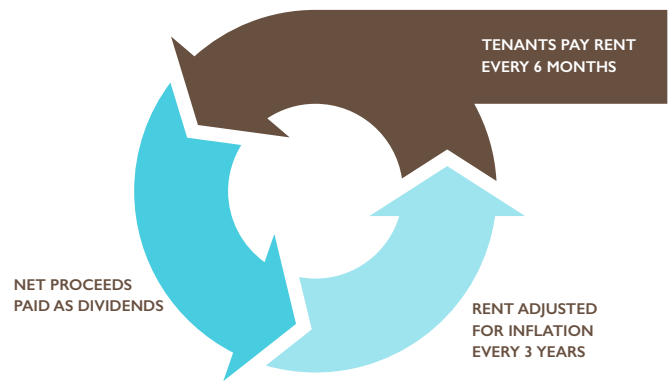


Figure 5. APL income stream

Forward Strategy

Upon the purchase of La Plantation, AHL’s Board made a commitment to renovate as well as rebrand the hotel as an “Attitude” hotel. Based on estimates, an additional loan of MUR 475M will be required to refurbish and bring the hotel to “Attitude” standard. The hotel closed in April 2015 and will re-open in October 2015 as Ravenala Attitude to operate in the four star space. The finance costs for the additional loans have been included in APL’s financial forecasts; AHL will continue to meet its rental obligations in spite of the closure.

MANAGER	HOTEL	OWNER
Attitude Hospitality Ltd		Attitude Property Ltd
Antisthene Ltd	› Coin de Mire Attitude	
Marina Hotel Village Ltd	› Blumarine Attitude	
Cie Marmite des Iles	› Émeraude Beach Attitude	
East Water Ltd	› Friday Attitude	
West Lagoon Ltd	› Les Cocotiers	
Zilwa Resorts Ltd	› Zilwa Attitude	
Water Sports Village	› Paradise Cove Boutique Hotel	
Pointe aux Piment Ltd	› Réçif Attitude	
Le Tropical Hotel Ltd	› Tropical Attitude	
Rivière Citron Ltée	› The Ravenala Attitude	

Figure 4. Management/Ownership Organigram for AHL run hotels

Debt Management

APL contracted a bridging bank loan of MUR 825M and a shareholder loan of MUR 375M from AHL to acquire La Plantation. In addition to the above, AHL incurred expenses of MUR 28M on behalf of APL. As part of the asset-plus-cash transfer (refer to section 9 for further details) to APL, the MUR 177M receivable in cash was offset against the MUR 375 loan payable to AHL. Total borrowings were thus brought down from MUR 1,228M to MUR 1,051M.

With a view of further lowering the debts of APL and maximising the return on investment, the Board has decided to raise capital through a Public Offer and subsequent listing on the DEM. APL will offer 100M new shares at MUR 10 each to raise MUR 1,000M. Post listing, APL's debt will decline to MUR 51M owed to AHL; but will thereafter increase to MUR526M, following full disbursement of the loan facility (MUR 475M) to renovate La Plantation, part of which has already been disbursed as at 30 June 2015.

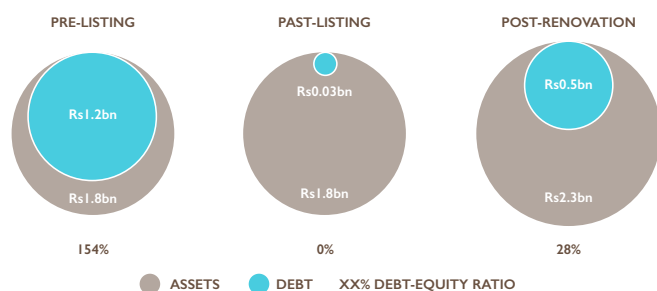


Figure 6. Evolution of debt and APL assets

Summary of transactions

A summary of the transactions described above is provided in tabular form in Appendix V

7. RENTAL AGREEMENT

Initial Rental Amount

The initial annual rent APL will perceive from the rental of its property portfolio will stand in excess of MUR 177M per year. In addition to the above, APL will also re-charge, as 'Other Income', its leasehold fees payable on State land and insurance premiums. The detailed lease agreement between APL and AHL, which will be effective (following transactions described in section 6) starting 1st September 2015, will be made available for inspection at the registered office of the Company.

Triennial Rental Revision

The rental contract stipulates that the rental amount will be revised upwards every three (3) years by an amount linked to the cumulative increase in headline inflation and capped at 15% over the course of the three-year period as follows:

$$Rent_{t+3} = Rent_t \cdot (1+i_{t+1}) \cdot (1+i_{t+2}) \cdot (1+i_{t+3})$$

$$\text{where } (1+i_{t+1}) \cdot (1+i_{t+2}) \cdot (1+i_{t+3}) \leq 1.15 \quad \forall i \in \mathbb{R}$$

and $i \equiv$ headline inflation in [%]

Examples of how the calculation will work is illustrated below.

	Example 1	Example 2	Example 3	
Rent initial [MUR]	100.00	100.00	100.00	
Headline Inflation [%]	Year t+1	4.0	3.3	8.5
	Year t+2	3.5	7.8	3.5
	Year t+3	4.2	2.8	4.5
Rent [MUR]	112.16	114.48	117.35	
Apply Cap	No	No	Yes	
Rent final [MUR]	112.16	114.48	115.00	

In addition to the above inflation linked triennial adjustment, the rental amount will be reviewed upwards should any additional capital expenditure be required. Capital expenditure would be incurred in the event that alterations, additions or renovations are carried out by APL. The rental income will increase commensurate with the cost of works such that the rental yield received by APL is maintained. That is, any additional works will not dilute APL's rental yield.

Salient features of the lease agreements

Start date	01-Sep-15
Period	20 years renewable at tenant's option
Escalation clause	Fixed for 3 years and adjusted every 3 years by reference to the cumulative inflation based on Consumer Price Index but not exceeding 15%
Payment	Every 6 months in arrears on 30th June and 31st December
Tenant/Lessee	Attitude Hospitality Ltd
Expenses on Land and Buildings	Responsibility and at the cost of the tenant
Govt premium on Leasehold rights	Paid for by APL (recharged to tenant)
Insurance Policies	Paid for by APL (recharged to tenant)
Capital Reserves	Tenant will provision 3% of its annual turnover as FF&E reserves in the accounts of AHL. The provision will be utilised to reinstate property throughout the duration of the lease.
Major Renovations & Upgrades	At the cost of APL. The rental fee would be adjusted to cover the additional finance cost incurred and prevent yield dilution

Table 3. Key features of rental agreement

APL's Leasehold Land

Subject to ongoing transactions in section 6 of this document, APL is required to pay annual rental to the Government of Mauritius for the leasehold rights of state owned land. The premium due to Government is revised upwards every three (3) years by the cumulative increase in inflation but capped at 15.76%.

AHL's Mgmt Co [100% owned]	Hotel	Govt Rental [MUR M]	Lease term [Years]	Starting on
Riviere Citron Ltee	The Ravenala Attitude*	5.606	60	02-May-14
Tropical Hotel Ltd	Tropical Attitude	1.873	60	19-Jul-08
Pointe Aux Piments Ltd	Recif Attitude	0.960	60	01-Oct-09

* Ex La Plantation

Table 4. Details of leasehold rentals

8. SHAREHOLDING STRUCTURE OF ATTITUDE PROPERTY Ltd

In addition to the two hotel properties, valued by the Independent Valuer at MUR 603M – subject to ongoing transactions in section 6 of this document and as further detailed in section 9, AHL also injected MUR177M in cash to APL. 78M no par value ordinary shares of APL were thus issued to AHL at MUR10 per share to AHL. Prior to the Public Offer, AHL was the sole shareholder of APL. After the Public Offer – assuming 100% subscription to the 100M shares at MUR10 each – AHL’s shareholding is expected to fall to 44% given that AHL has waived off its pre-emption rights on the new shares to be issued during the IPO, with the remaining 56% held by the public, as illustrated below.

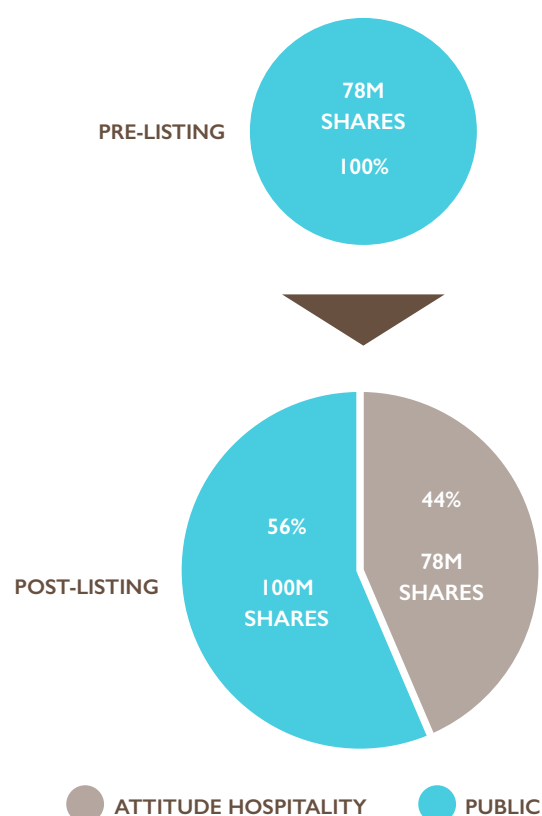


Figure 7. Shareholding Structure

9. SHARE CAPITAL

Stated Capital

On 4th July 2013, APL was incorporated with 100 ordinary shares of no par value for an initial capital of MUR 100 held by AHL. On 29th September 2014, the shares were consolidated in the ratio of 10 for 1; followed by the issue of 77,999,990 new no par value ordinary APL shares this year, of the issued shares, 60.3M are unpaid as consideration for the transfer of assets (as detailed in Section 6) from Pointe aux Piments Ltd and Tropical Hotel Ltd. The 60.3M shares will be filed as paid shares upon the post-IPO transfer of assets. A cash consideration of Rs177M due by AHL to APL was offset against a pre-existing loan of MUR 375M which AHL had given to APL. The stated capital of the Issuer prior to the Public Offer stands at MUR 780M consisting of 78M no par value ordinary shares. After the Public Offer and assuming full subscription, the stated capital will increase by MUR 1,000M (100M Shares x MUR 10 per Share) to MUR 1,780M.

	Change in No. of Shares [units]	Consideration	Stated Capital [MUR]
04-Jul-13	100	Cash	100
29-Sep-14	10	Nil (Consolidation)	100
01-Jul-15	77,999,990	Cash + Assets	780,000,000
28-Aug-15	100,000,000	Cash (IPO)	1,780,000,000

Table 5. Evolution of APL’s share capital

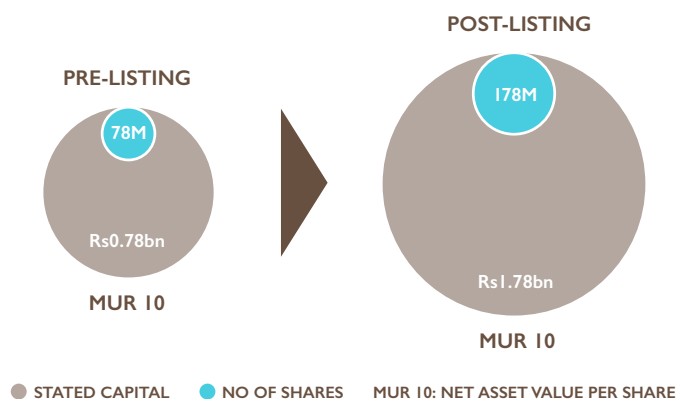


Figure 8. NAV Calculation for APL

The attention of shareholders and potential investors is drawn to the valuation report by BDO & Co., an independent financial adviser, who has valued the Company at Rs 10.01 per share in a valuation report dated 11 June 2015. The adjusted net asset value basis as used in BDO’s report is usually appropriate for a business with high asset backing or a business which accumulates assets.

10. VALUE PROPOSITION



Figure 9. APL's Value Proposition

Financial Highlights

		2016F*	2017F	2018F
Annual Rent	[MUR M]	148.1	177.7	177.7
PAT Margin	[%]	66.0	65.0	65.0
Gearing Ratio	[%]	28.2	28.2	8.2
Div. Yield	[%]	5.5	6.5	6.5

*10 Months rental

Table 6. Key forecasted ratios

Financial Strength of AHL

The detailed financial statements of AHL are provided in Appendix II of this document.

Management Team

AHL's management team was put together in 2008. The biographies of key personnel are listed below.

Biographies of Key Personnel

JEAN MICHEL PITOT**Chief Executive Officer (CEO)**

- Founder of Attitude Hospitality Ltd
- Over 20 years' experience in the hospitality industry
- Holds a degree in Management from Baton Rouge University, Louisiana

VINCENT DESVAUX DE MARIGNY**Sales and Marketing Director**

- Joined Attitude in April 2010
- Over 10 years' experience in the hospitality industry
- 7 years at Veranda Resorts managing French & Southern Europe market
- Holds an Executive Master in Marketing from HEC, Paris
- Based in Paris to be close to Attitude's UK & European client base

DEENESH SEEDOYAL**Finance Director**

- Joined the company in July 2008
- Over 10 years' experience in the hospitality industry and Corporate Finance
- Fellow Member of the Association of Chartered Certified Accountants & Member of the Institute of Hospitality, UK, and Member of Mauritius Institute of Professional Accountant

RONY LAMPORT**Project and Development Manager**

- Over 20 years' experience in the hospitality industry
- Previously the General Manager of Blumarine Hotel and Veranda Grand Baie.
- Management Advance Program, SA

Continuous Training

Through Attitude Hospitality Training Ltd, AHL provides continuous training to ensure that its personnel are well skilled. This, in turn, ensures that a high quality of service is given to clients.

Minimal Expenses

The dividend payable to shareholders is maximised by a lean operating structure for APL. The Issuer does not employ any staff given that day-to-day operations will be handled by AHL. All administrative, secretarial, legal, accounting, audit and registry services have been outsourced. The costs of outsourced services, annual listing fees, and Directors' remuneration have been estimated to stand at MUR 1.1M and thereafter expected to rise in-line with inflation.

In a nutshell, APL is committed to minimising its total costs in order to increase its profits attributable to shareholders, thereby maximising the returns for investors.

Expense	Amount [MUR k]
Professional fees	600.0
Listing fees	136.5
Administrative fees	300.0
Others	63.5
	1,100.0

Table 7. Breakdown of the expected annual expenditure incurred by APL

Although non-executive Directors have waived their rights to fees, independent Directors will be remunerated.

Investment in Tangible Assets

Subject to ongoing transactions in section 6 of this document, APL will own leasehold land and buildings whose value is expected to appreciate under normal market conditions. A detailed description of the assets is given in Appendix III of the Prospectus.

Insured Properties

APL's lease-hold land and buildings have been insured in favour of APL. The insurance premiums are recovered from the tenant as recharge income.

11. LISTING RATIONALE

The key reasons why the Board believes it is appropriate to list APL, are to:

- To repay bridging loans contracted to finance recent acquisitions
- To enhance visibility and awareness of Attitude Group as an upcoming player in the hospitality industry
- To allow the general public and other investors to participate in future growth of APL
- To provide a platform for capital raising for growth

12. DIVIDEND POLICY

APL has not distributed any dividend since inception. The Board of APL is committed to distributing 100% of re-current PAT as dividends to its shareholders subject to cash flow and meeting the Solvency Test. The expected dividend yield is 6.5% for the initial investor as illustrated and detailed in the pro-forma financial information prepared by management – which has been reviewed by Ernst & Young – in section 19 of this document.

The dividend yield will be non-dilutive. Any modifications, additions, and renovations carried out by APL will lead to an upward adjustment in rental income. This should maximise the chances of achieving the expected original yield of 6.5% for the initial investor.

Under current legislation, dividends are tax free in the hands of Mauritian investors (i.e. both individual and corporate bodies).

13. RISK FACTORS AND MANAGEMENT

The Board bears the ultimate responsibility for the implementation of risk management and mitigation for the Company and is assisted by management to monitor, implement and enforce internal controls to minimise risk as well as achieve business objectives which have been established.

Risk from tenants

In a property rental business, the first, foremost and greatest risk is linked to the tenant's inability to pay its rental fees. Although the company has signed a long-term rental agreement with AHL, there is no guarantee that the tenant will always settle its rental dues in a timely and fashionable manner.

However, in the event that AHL defaults on its rental fees, this will give rise to a material breach of contract as stipulated under Section 19 of the rental agreement resulting in remedial as well as legal action being taken. In a worst case scenario, APL will resume possession of the properties and be forced to seek a single new tenant or multiple tenants for its different properties.

APL will, under these circumstances, be financially strained as a result of no rental payment and the time and effort required to obtain new tenant(s). There are no guarantees that APL will be able to negotiate a new rental agreement – if any – under existing or improved terms and conditions.

An even stronger downside for APL following a breach of Section 19, would be for APL to be constrained to dispose of one or more, perhaps all of its properties at a price which can be either at par with, above, or below the original acquisition price.

Therefore, the first, foremost and greatest financial risk of APL is the eventuality that its tenant is unable to settle its rental obligations. At the end of the lease period of twenty (20) years, should AHL not wish to renew its agreement, APL will look for another tenant for its properties.

Risk arising from leasehold lands

Specific to hotel properties is the limited lifetime risk of ownership. All land found on the so called 'Pas Geometriques' are not freehold but leasehold. Thus APL faces the real risk that government may not renew its lease agreement. APL thus faces the risk of loss of future income as well as loss of property. The risk APL faces here is no different from the risk faced by private home owners on leasehold 'Pas Geometriques' land, albeit more similar to the risk faced by traditional local hotel groups who both own and operate their properties. In essence, the risk of non-renewal of the lease is no different than that faced by both quoted and non-quoted, foreign and local, hotel groups that own resorts located on beach-front 'Pas Geometriques' land.

Risk from fluctuations in tourist arrivals

As the owner of beach-front real-estate premises suitable for use as short-term rentals aimed at holiday makers – both local and foreign – APL's risk of non-rental payment is linked to the tenant's financial health which is directly linked to its business model as well as the state and wealth of holiday makers utilising the tenant's sub-rental services. These holiday makers are typically referred to as tourists and the short-term room rental business is commonly referred to as the hotel or hospitality industry. APL's steady income flow from rental fees is thus directly linked to the soundness of its tenant's hotel operations and more generally, the health of the tourism industry. AHL was deemed to be an appropriate tenant given that they operate in the mid-market which in the post-crisis reality has fared sufficiently well. In the event that the domestic tourism market suddenly upshifts exclusively into the high-end luxury resorts wherein all of the one million visitors seek higher or lower quality resorts, AHL's business will be affected and thus APL's runs the risk of not receiving its rental dues. A rental payment default by AHL was deemed to be on the lower end of the risk matrix given the unlikelihood of such an up-shift.

Economic risk and Concentration risk

In terms of risk mitigation measures with respect to the tourism sector, APL is not in a position to influence country-level nor worldwide macro-economics.

As such, APL is subject to risks linked to economic, social, environmental, and political factors in both Mauritius and in countries from where its tenant derives its business revenue. APL's tenant's business risk is not only linked to the multitude of above mentioned factors but also to reputational, foreign exchange fluctuations, and interest rate volatility risks.

The ultimate risk for APL is thus related to the general soundness of the tourism industry in Mauritius which is, in turn, linked to the health of AHL's business which is then linked to the rental income to be perceived by APL. The mitigation steps in the eventuality of a breach of contract have been detailed above.

Natural disaster and damage risk

Another risk factor lies with the risk of structural damage or other types of damage on APL's properties as a result of fire, theft, intentional infliction of damage or other acts of God. As a preventive measure, APL has subscribed to insurance against damage of property.

The risk shifts to the possibility of the insurer refusing or being unable to settle the amount required to make good of damages to APL's property or properties.

As a mitigation step in order to lessen the risk of non-settlement, APL has subscribed to insurance from regulated and reputable insurers (Mauritian Union Assurance - 70% and Mauritian Eagle Insurance - 30%) deemed to be solvent and considered to be at low-risk of not honouring its obligations.

Company Risk

Being a company with a limited operating history under its current structure, there are no guarantees that APL will achieve its financial objectives and strategies as described in this document.

However, as detailed in the paragraphs above, the Board has taken as many measures as possible to mitigate as many 'property-side' risks as possible.

The property side risks are those linked to the business model of APL which is that of an owner of investment properties which has rented its assets in exchange for rental benefits which thus also comprises a risk.

Equity risk

Another type of risk faced by an investor of APL is that of 'equity-side' risk. While the 'equity-side' risk is in theory linked to APL's financial performance and is therefore a property risk, APL's Board has no control over stock market movements and dealings which may affect the value of an investor's investment. In fact, it is against the law to influence stock market price fluctuations and movements and subsequently the Board can only mitigate property-side risks to ensure a steady income stream. An investment in APL carries a degree of risk thus the possibility that an Investor could suffer a substantial loss as a consequence of an acquisition of an equity stake in APL.

Minimum offer risk

If the minimum offer (MUR 700M) is not met, the listing and IPO will be aborted. APL will then refund the full amount to subscribers of APL shares. No interest will be paid on the application monies in case of refund.

Interest rate and taxation risk

APL loans are in Mauritian rupees and have floating charges. An increase in interest rate will adversely impact on APL's cash flow and ultimately affect the yield. Similarly, changes in taxation and government policies may affect the yield ultimately.

Worst Cases

The worse cases for APL's sustainability as an ongoing concern are illustrated in tabular form below.

Risk Factor	Collapse of Tourism Industry	Attitude Hospitality goes bankrupt
Risk Level	Moderate	Moderate
Rationale	Tourism is a key economic pillar	Mid-market less affected post crisis shift
Mitigation Steps	<ol style="list-style-type: none"> 1 Government intervention to prop industry 	<ol style="list-style-type: none"> 1 Find another tenant 2 Sell hotel properties
Potential fall-outs	<ol style="list-style-type: none"> 1 Mauritius enters deep recession 2 Banks could go bust 	<ol style="list-style-type: none"> 1 End to predictable returns

Table 8. Risk Matrix

In the unlikely event of a collapse of the Mauritian Tourism industry, APL would likely see its rental income flow collapse until the situation improves. However given the catastrophic knock-on effects to other industries, it is highly likely that Government would intervene to ease Mauritius out of a deep recession. Another worst case outcome would include AHL's inability to continue as an on-going concern and thus pay its rental dues. In which case, APL would have to seek another tenant or if no replacement tenant can be found, perhaps have to consider disposing of part of its properties.

14. DETAILS OF THE PROPOSED ISSUE

Salient Features (Repeat from Page 5)

Issuer	Attitude Property Ltd
Terms of the share issue	Issue of up to 100,000,000 no par value ordinary shares at an issue price of MUR 10 each through an offer for subscription to the public (the "Public Offer"), following which 178,000,000 no par value ordinary shares will be listed on the Development and Enterprise Market of the Stock Exchange of Mauritius Ltd.
Application Procedures	<p>Acceptance may only be made by filling in and signing the 'Attitude Property Ltd Share Subscription Application Form' annexed to the Prospectus. Acceptance is irrevocable and may not be withdrawn. An application will be considered only if a minimum of 1,000 shares (Rs 10,000) is applied for.</p> <p>It is compulsory for a shareholder to have a CDS account to hold the securities. The Investment Dealer will open an account on behalf of the applicant where necessary.</p>
Application Deadline	The above mentioned form and payment must reach the registered office of either AXYS Stockbroking Ltd or any other Investment Dealer at latest by 12:00 (noon) on 28 – Aug - 15.
Gross proceeds to be raised	MUR 1,000,000,000 (One Billion)
Purpose of the issue	To raise capital and enhance market presence.
Proposed use of the issue proceeds	The net proceeds from the Public Offer will be used to repay the Issuer's borrowings so as to reduce its gearing ratio as well as alleviate interest charges.
Underwriting	The IPO will not be underwritten as the Directors are confident that all shares on offer will be fully subscribed to.

OFFER TIME TABLE

Subscription opens on	21-Jul-15
Subscription closes on	28-Aug-15
Shares allotted on	11-Sep-15
Allotment letters dispatched	17-Sep-15
Refund of unsuccessful applications	17-Sep-15
CDS Account Credited	17-Sep-15
Trading commences on	21-Sep-15

Application Procedures

Acceptance may only be made by filling in and signing the 'Attitude Property Ltd Share Subscription Application Form' annexed to the Prospectus. Acceptance is irrevocable and may not be withdrawn.

The shares will be in registered form. It is compulsory for a shareholder to have a CDS account to hold the securities. Should the applicant's existing CDS account number not be stated on the 'Attitude Property Ltd Share Subscription Application Form', a CDS account will be opened for the applicant by the Investment Dealer.

Application Deadline

The 'Attitude Property Ltd Share Subscription Application Form' must be returned to the registered office of either AXYS Stockbroking Ltd or any other Investment Dealer at the very latest by 12:00 (noon) on 28 August 2015.

Applications must be addressed to:

IPO: Attitude Property Ltd
 c/o AXYS Stockbroking Ltd
 Bowen Square, Dr Ferrière Street
 Port Louis, Mauritius
 Tel: (+230) 213 3475
 Or any Investment Dealer, as per list found in the Application Form.

Payment Method

Payments may either be made by:

- **Crossed Cheque** drawn to 'ATTITUDE PROPERTY LTD';
OR
- **Bank Transfer** (found in the application form)

And deposited, together with the application form, to either AXYS Stockbroking Ltd or any other Investment Dealer by latest on the application deadline, i.e. 12:00 (noon) on 28 Aug 2015.

It is imperative that the applicant includes the CDS Account number as an identifier on the back of the cheque; or in the bank transfer section found in the Application Form.

Minimum Offer

This Public Offer will be aborted if the number of ordinary shares applied for is below 70M ordinary shares. In the event that this minimum offer is not met, APL will communicate to the Public by the 4 September 2015 and will refund applicants for the full amount paid for the purchase of the ordinary shares by 17 September 2015. No interest will be payable on monies received and thus shall not be claimed in case of refunds. If there is an oversubscription, the shares will be allocated on a pro-rata basis.

Transferability

There are no restrictions on the transfer of fully paid shares of the Issuer. Should the shares be held in a CDS account, shareholders may trade APL shares on the SEM at will.

Rights on Shares

The shares are denominated in MUR and carry the rights set out in the Constitution of APL as set out in section 20 of this document.

Dealing Arrangement

On its first trading session 1,000 APL shares will be made available for sale at its indicative price of MUR 10 per share.

15. CORPORATE INFORMATION

Corporate Identity	Name	Address
Registered Office & Company Secretary	FWM Secretarial Services Ltd	Bowen Square, Dr. Ferriere Street, Port Louis
Principal Bankers	SBM Bank (Mauritius) Ltd	Bank Tower, 1 Queen Elizabeth II Avenue, Port Louis
	The Mauritius Commercial Bank Ltd	9-15, Sir William Newton Street, Port Louis
Licensed Auditors and Accountants	Ernst & Young	EY Level 9, Tower 1, NeXTeracom, Cybercity, Èbène
Independent Valuer	Broll Indian Ocean Limited	2nd Floor, Suite 2 IJ, Raffles Tower 19 Cybercity, Èbène
Legal Adviser	BLC Chambers	2nd Floor, The AXIS, 26 Cybercity, Èbène 72201
Notary Public	Me Didier Maigrot	1st Floor, Labama House, Sir William Newton Street, Port Louis
Share Registrar and Transfer Agent	MCB Registry and Securities Ltd	Sir William Newton Street, Port Louis
Sponsoring Broker	AXYS Stockbroking Ltd	Bowen Square, Dr. Ferriere Street, Port Louis

Table 11. Summary of corporate information on Issuer

16. CORPORATE GOVERNANCE

The Company recognises the importance of corporate governance and the setting of high standards of accountability. APL will undertake to follow closely the best practices outlined in the Mauritian Code of Corporate Governance as per the Financial Reporting Act 2004. The Board of Directors undertakes to set up an Audit Committee and a Corporate Governance Committee.

The Board of Directors of the Issuer

MICHEL GUY RIVALLAND**Non Executive Director**

(Mauritian 36 years), Coastal Road, Roches Noires

Mr. Rivalland is a graduate in economics, Bsc (Hons), UK. He joined AXYS Group in 1999, then became a shareholder and Director in 2002. Since July 1st, 2010 he stepped into the role of CEO for United Investments Ltd (UIL), a listed investment company. Mr Rivalland is also a Director of Les Gaz Industriels Ltd.

JEAN MICHEL PITOT**Executive Director**

(Mauritian 52 years), Royal Road, Cap Malheureux

Mr. Pitot graduated from the University of Baton Rouge, Louisiana, U.S.A and holds a degree in Marketing. He is a founder member of Attitude Resorts Ltd in 2008. He was appointed as Group Chief Executive Officer of AHL in July 2010; and has more than 25 years' experience in hotel management. Mr. Pitot was previously Managing Director for Veranda Resorts.

DEENESH SEEDOYAL**Executive Director**

(Mauritian 38 years), No.5, Ave Les Bengalis, Quatre Bornes

Mr. Seedoyal is a Fellow member of the Association of Chartered Certified Accountants, an Associate Member of the Institute of Hospitality United Kingdom and also a member of Mauritius Institute of Professional Accountant. He has several years of experience in Finance and Audit Practice. He joined the company in July 2008 and is currently the Finance Director.

LUTCHMEEPRAKASH SEEPERSAND**Non Executive Director**

(Mauritian 42 years), Bungalow O.M, Royal Road, Poste de Flacq

Mr. Seepersand holds an MBA from Herriot-Watt University, United Kingdom. He is a Chartered Secretary, and a Fellow of the Institute of Chartered Secretaries and Administrators (FCIS). He started his career with the Mauritius Registrar of Companies and has worked for PricewaterhouseCoopers and the Sugar Investment Trust. He joined the AXYS Group in 2008 and is a Director of NWT (Mauritius) Ltd, a global business management company.

The Board of Directors of AHL

MARIE ADRIEN ROBERT MICHEL PITOT

Chairman

Mr. Pitot studied Accounting in South Africa in 1950. He is one of the founder members of AHL and he has been its Chairman since the 15 March 2011. He is among the pioneers of the Mauritian tourism industry. He contributed to the development of travel agencies, inbound ground handling as well as local tour operating since 1956. He is a founder member of New Mauritius Hotels and Veranda Resorts.

JEAN MICHEL PITOT

Executive Director

Also Director of APL. Please consult his brief biography provided in the previous sub-Chapter.

DEENESH SEEDOYAL

Executive Director

Also Director of APL. Please consult his brief biography provided in the previous sub-Chapter.

GEORGES VINCENT DESVAUX DE MARIGNY

Executive Director

Mr. Desvaux De Marigny holds an Executive Master in Marketing from HEC University Paris. He has several years of experience in the hospitality industry. Prior to joining the group, he worked for Veranda Resorts, managing the French & Southern European Market. He joined the company in April 2010 and is currently the Sales & Marketing Director.

MICHEL GUY RIVALLAND

Non Executive Director

Also Director of APL. Please consult his brief biography provided in the previous sub-Chapter.

JEAN DIDIER MERVEN

Non Executive Director

In 1991, Mr. Merven established Portfolio Investment Management Ltd, one of the very first professional portfolio management companies in Mauritius. In 1992, he founded the AXYS Group which, over the past 23 years, has grown into a diversified financial services company. Mr. Merven is a Director of the AXYS Group and remains involved in portfolio management for high net worth clients. Mr Merven is also the Chairman of United Investments Ltd, a company listed on the DEM.

ARMELLE BOURGALT DU COUDRAY

Non Executive Director

Mrs. Bourgault Du Coudray graduated with a 'Brevet de Technicien Supérieur'. She was appointed a Director of the company on 7 May 2008.

VINCENT GRIMOND

Non Executive Director

Mr Grimond graduated from the ESSEC business school in France. He is the cofounder, Chairman and CEO of Wild Bunch, a major European film entertainment distribution and production company, created in 2003. He also worked for the Club Med Group for ten years starting 1981, where he held financial positions, including CFO of the Group from 1986 to 1991.

Potential Conflicts of Interest

In general, a conflict of interest arises when any Director, Controlling Shareholder or their associates is carrying on business or has any interest in any other corporation carrying on the same business or dealing in similar products as the Attitude Group. Under the Companies Act 2001, all Directors are required to disclose to the Board their interests and relevant entries are to be made in the interest register.

17. APL'S INDEPENDENT VALUER'S VALUATION REPORT

The Board of Directors
Attitude Hospitality Ltd
The Junction Business Hub – Block C
Calebasses Branch Road
Calebasses

26 June 2015

Dear Sirs,

RE: INDEPENDENT VALUATION REPORT ON RECIF ATTITUDE, TROPICAL ATTITUDE
AND LA PLANTATION RESORT & SPA

At your request, we present our Valuation report on the basis of Market Value of the leasehold interest in land together with buildings and structures standing thereon as at the Valuation date, 1st September 2014.

We confirm that the valuation of the hotels is as follows:

1. Recif Attitude MUR 340,000,000 (Rupees Three hundred and Forty Million)
2. Tropical Attitude MUR 240,000,000 (Rupees Two hundred and Forty Million)
3. La Plantation Resort & Spa MUR 1,200,000,000 (Rupees One Billion and Two hundred Million)

Our opinion on Market Value is based upon the Scope of Work and Valuation Assumptions attached, and has been primarily derived using the Sales Comparison and the Depreciated Replacement Cost Approach.

The Valuation has been prepared in accordance with the RCIS Valuations Standards, Seventh Edition ("Red Book").

We confirm that we have sufficient current local and national knowledge of the particular property markets involved and have the skills and understanding to undertake the valuations competently. Where the knowledge and skill requirements of The Red Book have been met in aggregate by more than one valuer within BROLL INDIAN OCEAN, we confirm that a list of those valuers has been retained within the working papers, together with confirmation that each named valuer complies with requirements of The Red Book.

The Valuation work is based upon the lease agreements and Site plans supplied to us by the management of Attitude Hospitality Ltd. If any of the information or assumptions on which the valuations are based is subsequently found to be incorrect, the valuation figures may also be incorrect and should be reconsidered.

Yours faithfully,



Rhoym Ramlackan B.Sc (Hons), M.R.I.C.S, M.M.I.S
CHARTERED VALUER

For and on behalf of Broll Indian Ocean

18. REPORT ON FORECASTS

The Board of Directors
Attitude Hospitality Ltd
The Junction Business Hub – Block C
Calebasses Branch Road
Calebasses

26 June 2015

Dear Sirs,

RE: REPORT ON ATTITUDE PROPERTY LTD FOR THE PURPOSE OF THE LISTING OF THE COMPANY

At your request and for the purpose of the Prospectus, we present our report on the forecast for the three years from 30 June 2015 to 30 June 2018, as set out in section 19 of the Prospectus..

RESPONSIBILITIES

The directors of Attitude Property Ltd are solely responsible for the preparation of the financial forecasts to which the report relates, and the assumptions used for this preparation. We accept no responsibility for the assumptions used by the directors of Attitude Property Ltd for the financial forecast data as mentioned above.

Even if events anticipated under the assumptions described in section 19 occur, actual results are likely to be different from the forecast since other anticipated events frequently do not occur as expected and the variation may be material.

REPORT

We have examined the accounting policies and calculations of the financial forecast data for three years from 30 June 2015 to 30 June 2018.

OPINION

Based on our examination, nothing has come to our attention which causes us to believe that the forecasts (i) are not mathematically accurate, (ii) have not been properly prepared in accordance with the accounting policies normally adopted by the Attitude Hospitality Ltd Group and in accordance with the accounting policy for investment property set out in Section 19, or (iii) the forecasted revenue of Attitude Property Ltd is not in line with the lease agreement (Please refer to Section 7 of the Prospectus for details) to be signed between Attitude Property Ltd and Attitude Hospitality Ltd on 1 September 2015 for the three hotel properties owned by the company and with management's assumptions for CPI inflation over the forecast period.

Yours faithfully,



Ernst & Young

19. PRO FORMA FINANCIAL INFORMATION

APL was incorporated on 4 July 2013 but remained dormant until the acquisition of La Plantation. Therefore, the company does not have a multi-year past history. Given that APL's only line of business is that of hotel property rental – which have all been leased to AHL, historical statements of AHL have been disclosed reconcile in Appendix II of the Prospectus to reassure the potential investor with regards to the financial strength of AHL and its ability to fulfil its lease obligations.

Management has also prepared pro-forma financial forecasts – which have been independently reviewed by Ernst & Young – for APL for the next three (3) years. These figures illustrate the result and impact of significant events as if these had been undertaken at an earlier date than the one in which they were registered. The pro-forma financial information disclosed following the assumptions below reconcile with the Company's actual financial position as at 30 June 2014.

In section 18, Ernst & Young has issued a report on the pro forma financial information.

Assumptions for Forecasts

In order for the investor to better appreciate these pro-forma financials, it is essential to understand management's assumptions in preparing these projections.

1. Forecasts have been prepared in accordance with the Attitude Hospitality Ltd's accounting policies used for the year ended 30 June 2014 except for accounting policy of Investment Property as detailed in the forecast as Attitude Hospitality Ltd did not have an accounting policy with regards Investment Property.
2. Lease rental has been assumed to increase every 3 years by a constant cumulative inflation rate of 15%. Management has assumed that rental will be as per the binding lease agreement to be signed on 1 September 2015. The rental then increases every 3 years by the cumulative inflation rate as per CPI subject to a maximum cumulative inflation rate of 15%.
3. Lease rental will continue to be payable even if a hotel should be closed down for renovation purposes. The rental is adjusted upwards for the Capital Expenditure incurred by APL.
4. With regards to La Plantation Hotel, the cost of renovations to be carried out during the low-season of FY15-16 is estimated to be MUR 475M. The refurbishment works will be financed by bank borrowing at an interest rate of 8% per year.
5. No other Capital Expenditure is assumed to be incurred by APL during the course of the forecasted period.
6. Interest payable on the loan facility of MUR 475M will be capitalised during the renovation period which will last seven (7) months in line with IAS 23 borrowing costs.
7. On-going administrative expenses of the company, initially estimated at MUR 1.1M per annum as from FY16, as well as insurance premiums, are assumed to increase every year by a constant inflation rate of 5% per year.
8. Maintenance expenses, cost of utilities (electricity, water, and gas) consumed by the tenants, and any other charges or bills will be borne by the lessees.
9. The annual lease rental on the leasehold land payable to Ministry of Housing and Land will be paid for by APL. The land lease is accounted for as an operating lease with minimum lease obligations over the period recognised on a straight line basis.
10. The annual lease rental on the leasehold land payable to Ministry of Housing and Land and the insurance premiums payable for the three hotel properties will be recharged from APL to AHL.
11. The leasing arrangement with Attitude Hospitality Ltd will be accounted for as an operating lease.
12. The hotel properties and the Fixtures, Furniture & Equipment (FF&E) will be designated as investment properties and reported at fair value. Subsequently, depreciation has not been charged. Neither revaluation gains nor losses on the hotel properties have been assumed over the forecast period.
13. The lessee is required to maintain the buildings and FF&E in the same condition as at start of the lease.
14. All the cash received from the listing of the company and the cash injection of AHL will be used to repay outstanding debts.
15. Management expects that, at the end of the third year ended 30 June 2018, the existing borrowings will be rolled over into a new loan. Therefore no net capital repayment will be required.
16. Lease rental receivable will be subject to a Tax Deduction at Source of 5% which will be retained by the lessees. Management assumes that APL will be able to claim the same in the following year.

17. 100% of distributable PAT will be paid as dividends to shareholders in the following financial year, subject to sufficient levels of reserves, cash flow and the solvency test being met.

18. Value of the properties presented in the balance sheet as at 30 June 2014 has been taken from the independent valuation reports of Broll Indian Ocean dated 1 September 2014. Rent will become due from 1 September 2015, and payable half yearly on or about 30 June and on or about 31 December of each year.

19. FF&E from Le Récif and Le Tropical hotels have been transferred at their respective carrying values as at 1 July 2014.

20. APL currently hold 100% shares in Pointe Aux Piments Hotel Ltd ("PAP") and Tropical Hotel Limited ("THL") acquired from AHL for a consideration of Rs1 each (Please refer to 4 II for rationale of transaction). As part of the agreement, APL has agreed to sell PAP and THL back to AHL for Rs1 each after the IPO and transfer of the hotel properties to APL. At all time, the full management control, beneficial ownership and rights of PAP and THL remains with AHL and no dividend shall be paid to APL by PAP and THL. On that basis, APL is assumed not to have control of both companies. Thus, no consolidated financial performance and position for APL as at 30 June 2015 is presented.

21. AHL has provided a shareholder loan of MUR 404M as at 30 June 2015. The shareholder loan is non-interest bearing. Part of the loan facility will be repaid from the proceeds of the IPO with the remaining shareholder loan standing at Rs47.1m at 30 June 2016. The shareholder loan will be repaid to AHL out of the available future cash flows of APL after the dividend payment.

Accounting policy for Investment Property

1. Investment property comprises completed property and property under construction or re-development that is held to earn rentals or for capital appreciation or both. Property held under a lease is classified as investment property when it is held to earn rentals or for capital appreciation or both, rather than for sale in the ordinary course of business or for use in production or administrative functions.
2. Investment property is measured initially at cost including transaction costs. Transaction costs include transfer taxes, professional fees for legal services and initial leasing commissions to bring the property to the condition necessary for it to be capable of operating. The carrying amount also includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met.
3. Subsequent to initial recognition, investment property is stated at fair value. Gains or losses arising from changes in the fair values are included in the income statement in the year in which they arise, including the corresponding tax effect. For the purposes of these financial statements, in order to avoid double accounting, the assessed carrying value is:
 - a. Reduced by the carrying amount of any accrued income resulting from the spreading of lease incentives and/or minimum lease payments
 - b. Increased by the carrying amount of any liability to the superior leaseholder or freeholder that has been recognised in the statement of financial position as a finance lease obligation
4. Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.
5. Investment property is derecognised when it has been disposed of or permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset would result in either gains or losses at the retirement or disposal of investment property. Any gains or losses are recognised in the income statement in the year of retirement or disposal.
6. Gains or losses on the disposal of investment property are determined as the difference between net disposal proceeds and the carrying value of the asset in the previous full period's financial statements.
7. Transfers are made to investment property when, and only when, there is a change in use, evidenced by the end of owner occupation or commencement of an operating lease. Transfers are made from investment property when, and only when, there is a change in use, evidenced by commencement of owner occupation or commencement of development with a view to sale.

Pro forma Income Statements for the financial years ended 30 June 2015 - 30 June 2018

	FY-15F	FY-16F	FY-17F	FY-18F
Revenue	101.96	148.06	177.67	177.67
Cost of sales	–	–	–	–
Gross profit	101.96	148.06	177.67	177.67
Recharge income	6.53	11.39	12.16	14.11
Operating expenses	-6.53	-11.39	-12.16	-14.11
Administrative expenses	-0.36	-1.15	-1.21	-1.27
Legal and Professional Fees (Listing)	-3.68	–	–	–
EBITDA	97.92	146.91	176.46	176.40
Depreciation charge	–	–	–	–
EBIT	97.92	146.91	176.46	176.40
Finance revenue	–	–	–	–
Finance costs	-69.20	-29.17	-38.00	-38.00
Net Finance Costs	-69.20	-29.17	-38.00	-38.00
Fair value gain on revaluation	-5.07	–	–	–
Profit before tax	23.65	117.74	138.47	138.40
Deferred tax	-7.51	-10.01	-11.77	-11.76
Income tax expense	-6.18	-10.01	-11.77	-11.76
Profit for the year	9.96	97.72	114.93	114.88
Earnings per Share [MUR]		0.55	0.65	0.65
Return on Initial Investment [%]		5.50	6.50	6.50

Pro forma Financial Position for the financial years ended 30 June 2015 - 30 June 2018

ASSETS				
Non-current assets				
Property, Plant and Equipment	1,542.5	2,323.0	2,323.0	2,323.0
Investment in subsidiaries	0.0	–	–	–
Deferred tax asset	–	–	–	–
	1,542.5	2,323.0	2,323.0	2,323.0
Current assets				
Trade and other receivables	3.7	–	–	–
Cash on hand and at bank	8.8	0.4	0.1	0.1
	12.5	0.4	0.1	0.1
TOTAL ASSETS	1,555.0	2,323.4	2,323.1	2,323.1
EQUITY AND LIABILITIES				
Issued capital	0.0	1,780.0	1,780.0	1,780.0
Retained earnings	–	–	–	–
	0.0	1,780.0	1,780.0	1,780.0
Non-current liabilities				
Interest bearing borrowings	1,142.6	475.0	–	475.0
	1,142.6	475.0	–	475.0
Current liabilities				
Trade and other payables	1.6	2.7	3.1	3.4
Shareholder's loan	403.7	47.0	34.2	22.2
Deferred tax liability	6.1	16.1	27.9	39.6
Interest bearing borrowings	–	–	475.0	–
Income tax payable	1.0	2.6	2.9	2.9
	412.4	68.4	543.1	68.1
TOTAL LIABILITIES	1,555.0	543.4	543.1	543.1
TOTAL EQUITY AND LIABILITIES	1,555.0	2,323.4	2,323.1	2,323.1

All figures are quoted in [MUR Millions(M)] except where specified to be different. The "F" at the end of "FY -XXF" denotes forecasted figures. Shareholder's Loan is loan from AHL (repaid from remaining cash flow after the 6.5% div. yield have been paid). FY-16 includes only 10 months of rentals assuming lease agreements start on 1 September 2015. Recharge income is the recharge of lease on land and insurance on buildings.

Pro forma Cash Flow statements for the financial years ended 30 June 2015 - 30 June 2018

	FY-15F	FY-16F	FY-17F	FY-18F
Profit before taxation	23.65	117.74	138.47	138.40
Non-cash adjustment				
Fair value gain	5.07	–	–	–
Interest expense	69.20	29.17	38.00	38.00
Tax deducted at source	-5.10	-7.40	-8.88	-8.88
	92.82	139.51	167.59	167.52
Working capital adjustments				
Trade and other receivables	1.14	3.68	–	–
Tax receivables	105.45	–	–	–
Trade and other payables	-15.36	1.06	0.50	0.25
	184.05	144.25	168.09	167.77
Income tax paid	–	-1.08	-2.60	-2.88
Net cash flows from operating activities	184.05	143.17	165.49	164.89
Investing activities				
Capitalised interest	-24.97	-20.18	–	–
Investments in Subsidiaries	0.00	–	–	–
Sale of investments in Subsidiaries.	–	0.00	–	–
Purchase of property, plant and equipment	-317.57	-157.42	–	–
Net cash flows used in investing activities	-342.54	-177.60	–	–
Financing activities				
Increase in equity	–	1,177.12	–	–
Shareholder loan received	23.62	–	–	–
Shareholder loan repaid	–	-356.64	-12.84	-11.94
Loans received	317.57	157.42	–	–
Loans repaid	–	-825.00	–	–
Dividends paid	–	-97.72	-114.93	-114.88
Interest paid	-69.20	-29.17	-38.00	-38.00
Net flows cash used in financing activities	271.99	26.01	-165.77	-164.82
Increase in cash and cash equivalents	113.50	-8.42	-0.28	0.07
Cash and cash equivalents on 1 Jul	-104.66	8.84	0.42	0.14
Cash and cash equivalents on 30 Jun	8.84	0.42	0.14	0.21

Shareholder's Loan is loan from AHL (repaid from remaining cash flow after the 6.5% div. yield have been paid)

20. SUMMARY OF CONSTITUTION

The section sets out the relevant extracts of the Constitution of APL.

Powers of Directors

- (a) Subject to any restrictions in the Act or this Constitution, the business and affairs of the Company shall be managed by or under the direction or supervision of the Board.
- (b) The Board shall have all the powers necessary for managing, and for directing and supervising the management of the business and affairs of the Company except to the extent that this Constitution or the Act expressly requires those powers to be exercised by the Shareholders or any other person.
- (c) The Board shall moreover have all the powers of the Company as expressed in section 27 of the Act and clause 7 of this Constitution, including, but not limited to, the power to purchase and sell property, to borrow money and to mortgage, pledge or create charges on its assets and to issue debentures and other securities, whether outright or as security for any debt, liability, or obligation of the Company or of any third party.

Delegation by Board

- (a) The Board may delegate to a committee of Directors a Director, an employee of the Company, or any other person, any one or more of its powers, other than the powers provided for under any of the following sections which are listed in the Seventh Schedule to the Act:
 - i. section 52 (Issue of other shares);
 - ii. section 56 (Consideration for issue of shares);
 - iii. section 57(3) (Shares not paid for in cash);
 - iv. section 61 (Board may authorise Distribution);
 - v. section 64 (Shares in lieu of Dividend);
 - vi. section 65 (Shareholder discount);
 - vii. section 69 (Purchase of own shares);
 - viii. section 78 (Redemption at option of Company);
 - ix. section 81 (Restrictions on giving financial assistance);
 - x. section 188 (Change of registered office);
 - xi. section 246 (Approval of Amalgamation proposal);
 - xii. section 247 (Short form Amalgamation).
- (b) The Board shall be responsible for the exercise of a power by any delegate (where that power is delegated under clause 24.2 of the constitution as if the power had been exercised by the Board, unless the Board:
 - i. believed on reasonable grounds at all times before the exercise of the power that the delegate would exercise the power in conformity with the duties imposed on the Directors by the Act and this Constitution; and
 - ii. has monitored, by means of reasonable methods properly used, the exercise of the power by the delegate.

Directors to act in good faith and in best interests of Company

- (a) Subject to clause 24.3 of the constitution, the Directors of the Company shall:
 - i. exercise their powers in accordance with the Act and with the limits and subject to the conditions and restrictions established by this Constitution;
 - ii. obtain the authorisation of a General Meeting before doing any act or entering into any transaction for which the authorisation or consent of such Meeting is required by the Act or this Constitution;
 - iii. exercise their powers honestly, in good faith, in the best interests of the Company and for the respective purposes for which such powers are explicitly or impliedly conferred;
 - iv. exercise the degree of care, diligence and skill required by the Act;
 - v. not agree to the Company incurring any obligation unless the Directors believe at that time, on reasonable grounds, that the Company shall be able to perform the obligation when it is required to do so;
 - vi. account to the Company for any monetary gain, or the value of any other gain or advantage, obtained by them in connection with the exercise of their powers, or by reason of their position as Directors of the Company, except remuneration, pensions provisions and compensation for loss of office in respect of their directorships of any company which are dealt with in accordance with the Act;
 - vii. not make use of, or disclose, any confidential information received by them on behalf of the Company as Directors otherwise than as permitted and in accordance with the Act;
 - viii. not compete with the Company or become a Director or officer of a competing company, unless it is approved by the Company;
 - ix. where Directors are interested in a transaction to which the Company is a party, disclose such interest;
 - x. not use any assets of the Company for any illegal purpose or purpose in breach of sub clauses (a) and (c), and not do, or knowingly allow to be done, anything by which the Company's assets may be damaged or lost, otherwise than in the ordinary course of carrying on its business;
 - xi. transfer forthwith to the Company all cash or assets acquired on its behalf, whether before or after its incorporation, or as the result of employing its cash or assets, and until such transfer is effected to hold such cash or assets on behalf of the Company and to use it only for the purposes of the Company;

- xii. attend meetings of the Directors with reasonable regularity, unless prevented from so doing by illness or other reasonable excuse; and
- xiii. keep proper accounting records in accordance with the Act and make such records available for inspection in accordance with of the Act.

- (b) If the Company is a wholly-owned subsidiary, a Director (when exercising powers or performing duties as a Director), may act in a manner which he believes is in the best interest of the Company's holding Company even though it may not be in the best interest of the Company.
- (c) If the Company is a subsidiary (but not a wholly-owned subsidiary), a Director may, when exercising powers or performing duties as a Director, with the prior agreement of the Shareholders (other than its holding Company), act in a manner which he believes is in the best interest of the Company's holding Company even though it may not be in the best interest of the Company.
- (d) If the Company is incorporated to carry out a joint venture between its Shareholders, the Director may, when exercising powers or performing duties as a Director in connection with the carrying out of the joint venture, act in a manner which he believes is in the best interest of a Shareholder or Shareholders, even though it may not be in the best interest of the Company.
- (e) Nothing in this clause 24.3 of the constitution shall limit the power of a Director to make provision for the benefit of employees of the Company (as the terms "employees" and "Company" are defined in section 144 of the Act) in connection with the Company ceasing to carry on the whole or part of its business.

Major Transactions and other transactions under Section 130 of the Act

- (a) The Board shall not procure or permit the Company to enter into a Major Transaction unless the transaction is approved by a Special Resolution or contingent on approval by Special Resolution.
- (b) The Board shall not procure or permit the Company to enter into a transaction of the kind contemplated by section 130(3) of the Act unless the transaction is approved by an Ordinary Resolution or contingent on approval by Ordinary Resolution.

Number of Directors

- (a) The Board shall consist of a number of Directors that shall be determined from time to time by the Company at General Meeting.

Appointment of Directors

Article 23 of the Constitution of APL provides:

- (a) Save for the appointment of Directors set out in Clause 24, the Directors are appointed by an Ordinary Resolution.
- (b) A resolution to appoint two or more Directors may be voted on one resolution without each appointment being voted individually.

Article 24 of the Constitution of APL provides:

Appointment of Nominated Directors

NOTWITHSTANDING THE FOREGOING PROVISIONS:

- (a) If and so long as AHL shall hold at least Twenty Per Cent (20%) of the Share Capital of the Company carrying the right to vote for the time being, it will have, the right to appoint half the number of Directors.

Chairperson

- (a) The Directors shall elect one of their members as Chairperson of the Board and determine the period for which he is to hold office.

Remuneration of Directors

- (a) The Shareholders by Ordinary Resolution, or the Board if it is satisfied that to do so is fair to the Company, shall approve:
 - i. the payment of remuneration (or the provision of other benefits) by the Company to a Director for his services as a Director, or the payment of compensation for loss of office; and
 - ii. the making of loans and the giving of guarantees by the Company to a Director in accordance with section 159 (6) of the Act.
- (b) The Board shall ensure that, forthwith after authorising any payment under clause 26.1(a) of the constitution, particulars of such payment are entered in the Interests Register, where there is one.
- (c) Notwithstanding the provisions of this clause, the Shareholders of the Company may, by Unanimous Resolution or by Unanimous Shareholder's Agreement, approve any payment, provision, benefit, assistance or other distribution referred to in section 159 of the Act provided that there are reasonable grounds to believe that, after the distribution, the Company is likely to satisfy the Solvency Test.

Unclaimed dividends

(a) All dividends unclaimed for one year after having been authorised may be invested or otherwise made use of by The Board for the benefit of The Company until claimed, and all dividends unclaimed for five years after having been declared may be forfeited by The Board for the benefit of The Company. The Board may, however, annul any such forfeiture and agree to pay a claimant who produces evidence of entitlement to The Board's satisfaction of the amount of its dividends forfeited unless in the opinion of The Board such payment would embarrass The Company.

Changes in Capital

(a) The Company is hereby expressly authorised to purchase or otherwise acquire its Shares in accordance with, and subject to, sections 68 to 74, 106 and 108 to 110 of the Act, and may hold the acquired Shares in accordance with Section 72 of the Act.

(b) The Company may, to the extent provided by the provisions of Section 62 of The Act, by Special Resolution, reduce its stated capital to such amount as it thinks fit.

Restriction on transfer of shares

There shall be no restrictions on the transfer of fully paid up Shares in The Company and transfers and other documents relating to or affecting the title to any Shares shall be registered with The Company without payment of any fee.

Shares:

Article 8 of the Constitution of APL provides:

1. Existing Shares

(a) The Company has issued 100 ordinary shares having the rights set out in point 2 below (at incorporation).

(b) The Company will issue to the public the minimum percentage of its shares as provided for by Rule 1 of the DEM rules.

2. Rights of existing Shares

(a) Each share in point 1 above will confer upon its holder the rights set out in Section 46(2) of The Act, as amended and supplemented hereunder and by this Constitution.

(b) The rights conferred on the shares are the following:-

- i. Subject to clause 24 of the constitution, the right to one vote on a poll at a meeting of The Company on any resolution;
- ii. The right to an equal share in dividends authorised by the Board; and
- iii. The right to an equal share in the distribution of surplus assets of The Company.

3. Variation of class rights

If at any time the share capital of The Company is divided into different Classes of Shares, The Company, conformably to the provisions of Section 114 of The Act, shall not take any action which varies the rights attached to a Class of Shares unless that variation is approved by a Special Resolution, passed at a separate meeting of the Shareholders of that class, or by consent in Writing of the holders of seventy-five per cent (75%) of the Shares of the said Class. To any such meeting, all the provisions of this Constitution relative to General Meetings shall apply "mutadis mutandis".

Meetings of shareholders

The conditions governing the manner in which the meetings of shareholders are convened are provided in the Constitution of APL which provides, inter alia, that:

1. Annual Meetings

(a) The Board shall call an Annual Meeting of Shareholders to be held:

- (i) not more than once in each year;
- (ii) not later than six (6) months after the Balance Sheet Date of the Company; and
- (iii) not later than fifteen (15) months after the previous Annual Meeting.

2. Special Meetings

A Special Meeting may be called at any time by the Board and shall be so called on the written request of Shareholders holding Shares carrying together not less than five per cent (5%) of the voting rights entitled to be exercised on the issue.

3. Notice of General Meetings

Written notice of the time and place of a General Meeting shall be sent to every Shareholder entitled to receive notice of the General Meeting and to every Director, secretary and auditor of the Company not less than fourteen (14) days before the General Meeting.

21. OTHER MATTERS

Expenses of the offer

The total expenses of the issue are estimated to be **MUR 4 million** and will be borne by APL.

EXPENSES	AMOUNT [MUR k]
Professional Fees	2,875.0
Listing Fees	75.0
Printing, Postage & Stationary Costs	475.0
Administrative Costs	550.0
Others	25.0
	4,000.0

Table 12. Detailed costs incurred as part of listing

Related Party Transaction

Post Listing, as explained in ongoing transactions in section 6 of this document, once the loans have been repaid, the assets of Tropical Hotel Limited and Pointe-Aux-Piments Ltd will be transferred to APL, free of charges. The lien will be transferred onto APL shares held by AHL. Tropical Limited and Pointe-Aux-Piments Ltd, free of assets, will then be transferred to AHL for a consideration of Rs1 each.

Governing Law and Taxation

The terms and conditions of the IPO, and all the rights and obligations to the Shareholders, will be governed by, and construed in accordance with the laws of Mauritius.

The dividend payable to shareholders is not taxable under the laws of Mauritius. However, the rental receivable will be subject to a Tax Deduction at Source of 5% which will be retained by the tenants and which the company will be able to claim during in the following fiscal year.

Legal and Arbitration Proceedings

Presently, there are no legal or arbitration proceedings or threat of legal action, which may have a significant effect on the company's financial position for the next 12 months.

Employees

APL will not require any employees for the time being. APL has a management contract with AHL on a no fee basis. Subsequently, costs to APL are minimised. Should APL acquire properties in the future such that full employees are necessary, directors will hire accordingly.

Contingent Liabilities

Both AHL and APL currently do not have any contingent liabilities.

Borrowings

Subject to ongoing transactions in section 6 of this document of this document, the bridging loans amounting to Rs825M is from SBM Bank (Mauritius) Ltd ("SBM"). Immediately after the Public Offer, APL will carry on MUR 51M of shareholder loan should the IPO be fully subscribed, excluding the additional Rs475M contracted for renovation of La Plantation.

Mortgages and Charges

Subject to ongoing transactions of section 6 of this document of this document, the charges of the loans are held on La Plantation Hotel.

Material Contracts

The only material contracts APL has is the lease agreement with AHL, subject to ongoing transactions in section 6 of this document.

Research and Development

The directors of APL review the Company's performance quarterly and will keep the public informed of any future development.

Commissions and discounts

There are no commissions, discounts, brokerages or other special terms granted within the two (2) years immediately preceding the issue of the Admission Document in connection with the issue or sale of any capital of any member of the group, together with the names of any directors or proposed directors, promoters or experts (as named in this document) who received any such payment or benefit and the amount or rate of the payment or benefit they received.

Capital Under Option

There is no capital in APL which is under option, or agreed conditionally or unconditionally to be put under option.

Directors' Interests

The directors of the issuer have no direct interest in the equity of APL.

Consents

The Auditors and Independent Valuers have given their consents for the reports prepared by them to be included in this Prospectus and such consents have been filed with the FSC. They have not withdrawn their consents as at the date of this document.

22. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during office hours, for a period of two (2) months from the date of the Prospectus at the Issuer's registered office, Bowen Square Dr Ferriere Street, Port Louis, Republic of Mauritius, where the statutory records of the Company are kept:

- Prospectus
- Constitution of the Company
- Lease agreement between APL & AHL
- The property valuation reports by Broll Indian Ocean
- The Issuer's forecasted financial statements
- The full accounting report prepared by Ernst & Young
- The company valuation report prepared by BDO & Co.
- Audited financial statements for the financial period ended 30 June 2014 for Attitude Property Ltd
- Audited Financial Statements for the years ended 2012, 2013 & 2014 for Attitude Hospitality Ltd

23. GLOSSARY

TERMS	DEFINITION
AHL/Tenant	Attitude Hospitality Ltd
AHML	Attitude Hospitality Management Ltd
APL/Issuer/Landlord	Attitude Property Ltd
AXYS	AXYS Group Ltd
Broll	Broll Indian Ocean Limited
CAPEX	Capital Expenditure
CDS	Central Depository & Settlement Co. Ltd
CPI	Mauritian Consumer Price Index
DEM	Development & Enterprise Market of the SEM
DEM Rules	The rules governing securities listed on the DEM
FF&E	Furniture, Fittings and Equipment
FSC	The Financial Services Commission
IPO	Initial Public Offering
LEC	Listing Executive Committee of the SEM
MUR	Mauritius Rupees
NAV	Net Asset Value
NBV	Net Book Value
PAT	Profit After Tax
La Plantation	La Plantation Resort & SPA rebranded to Ravenala Attitude
SEM	The Stock Exchange of Mauritius Ltd
The Company	Attitude Property Ltd
The Group	Attitude Hospitality Ltd and its subsidiaries

Table 13. Definition of terms used in this Prospectus

24. APPENDICES

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I. AHL OBJECTIVES & CSR

Group objective, Mission, Vision and Values

The goal of the Group is to be the leading hotel group in Mauritius operating in the lower to mid-market segment with sustainable cash flows.

Vision of the Group

To position Attitude Group as a new reference in the 3 and 4 star category of hotels in Mauritius. The Group also aims to keep alive the team spirit and motivation of its Family Members, its greatest asset and ensuring long term, positive financial results.

Mission of the Group

The Group has a dynamic, creative, fun to be with and warm hearted team. Their mission is to offer to their guests a personalized and thoughtful service, a genuine Mauritian experience reflecting thus the true image of our sense of hospitality.

Our Values

The inherent values of Attitude Group are respect and humility.

Respect

- “We work in cooperation, respecting each other’s contribution and importance.”
- We seek to deal with others as we would have them deal with us.”
- “We speak politely, we do not hurt others.”

Humility

- “Humility remains at the centre of our relationship with others.”
- “When successful we remain humble and grateful.”
- “We do not blame others, we accept and shoulder our responsibilities.”

Health & Safety and Corporate Social Responsibility

The Green Attitude

Through its Green Attitude program, the Group pursues its motive and its aim is to be a responsible partner of the island’s sustainable development while offering a unique holiday experience to all its guests thanks to the precious contribution of its Family Members.

Health and Safety

The Company endeavours to provide a safe environment for its employees, clients and other stakeholders and abides by the existing legislative and regulatory frameworks pertaining thereto. The Attitude Resorts Group has a team of health and safety officers to ensure that each company within the group complies with the relevant health and safety regulations and practices. The objectives are the optimization of work efficiency and the prevention of accidents at work through the implementation of safety standards.

Attitude Corporate Social Responsibility (CSR)

The Company is committed to social and environment responsibility. It believes that a healthy society and a well-cared environment are pillars to a sustainable future, one in which it endeavours to invest much financially and socially.

Recently, the group has entered into an agreement with the Reef Conservation, a NGO, to undertake a project on the Marine Conservation.

The objectives of the project are as follows:

- To promote community integration with marine conservation and resource management, through research, education and training;
- To implement projects with a view of promoting marine conservation and resource management;
- To motivate users to abide by laws on marine environment and protect eco systems through awareness raising activities.

II. PRO FORMA FINANCIAL STATEMENTS

Income Statement of AHL for the year ended 30 June 2012, 2013 & 2014

	FY-14	FY-13	FY-12
Revenue	592.48	587.64	475.42
Cost of sales	-300.09	-278.80	-250.18
Gross profit	292.39	308.84	225.24
Other income	10.16	18.91	25.13
Admin expenses	-216.41	-192.50	-164.81
Operating profit	86.15	135.25	85.56
Finance income	0.49	–	0.02
Finance costs	-75.29	-56.29	-56.72
Bargain purchase	–	–	13.36
Share of profit of associates	3.75	1.03	–
Profit before tax	15.17	79.98	42.22
Income tax expense	-13.80	-16.53	-11.56
Profit after tax	1.36	63.45	30.66

All figures are quoted in [MUR Millions(M)] except where specified to be different.
 FY 14 shows an increase in finance costs relating to the purchase of La Plantation.

Financial Position of AHL for the year ended 30 June 2012, 2013 & 2014

	FY-14	FY-13	FY-12
ASSETS			
Non-current assets			
Property, plant and equipment	2,014.7	1,280.6	1,315.6
Intangible assets	532.6	532.9	533.5
Leasehold rights	706.4	249.5	254.7
Investment in associates	242.1	235.2	97.6
Deposit on investment	–	–	90.0
Advance payments	15.9	15.8	19.4
Deferred tax assets	1.4	–	0.2
	3,513.1	2,314.0	2,311.0
Current assets			
Inventories	7.9	9.7	12.3
Trade and other receivables	267.7	145.4	79.6
Other financial assets	2.4	3.9	–
Income tax assets	0.1	0.1	0.0
Cash and short term deposits	12.3	24.8	11.3
	290.4	183.9	103.1
TOTAL ASSETS	3,803.5	2,497.9	2,414.1
EQUITY AND LIABILITIES			
Equity			
Issued capital	1,256.2	1,256.2	1,256.2
Cash flow hedge reserve	-20.2	-11.0	–
Retained earnings/revenue deficit	39.7	63.9	-11.5
Equity attributable to controlling interesrts	1,275.8	1,309.1	1,244.7
Non-controlling interest	46.5	45.4	61.8
Total Equity	1,322.2	1,354.5	1,306.5
Non-current liabilities			
Interest bearing loan and borrowings	1,230.4	737.2	563.8
Other financial liabilities	61.3	61.3	61.3
Employee benefit liability	–	–	1.1
Deferred tax liability	164.2	162.3	155.7
	1,455.9	960.8	781.9
Current liabilities			
Trade and other payables	135.1	108.3	155.0
Interest-bearing loans and borrowings	882.3	64.1	165.5
Other financial liabilities	–	–	0.2
Income tax payable	8.0	10.3	4.9
	1,025.3	182.7	325.7
TOTAL EQUITY AND LIABILITIES	3,803.5	2,497.9	2,414.1

All figures are quoted in [MUR Millions(M)] except where specified to be different.

Cash Flow Statements of AHL for the year ended 30 June 2012, 2013 & 2014

	FY-14	FY-13	FY-12
PROFIT BEFORE TAXATION	15.17	79.98	42.22
Non-cash adjustments			
Depreciation of PPE	55.50	58.11	55.32
Amortisation of intangible assets	0.92	0.96	0.79
Amortisation of leasehold rights	5.18	5.18	4.47
Profit on disposal of PPE	-0.43	-0.10	-0.11
Scrap of PPE	0.03	0.04	–
Interest income	-0.49	–	-0.02
Interest expense	75.21	56.29	56.72
Share of profit from associates	-3.75	–	–
Employee benefit liability	–	-1.11	0.04
Bargain purchase	–	–	-13.36
Net foreign exchange difference	-6.10	-5.41	–
Other financial assets	1.53	–	–
Financial liabilities at fair value	–	-4.14	0.21
Working capital adjustments			
Trade and other receivables	-122.30	-67.37	-29.32
Inventories	1.81	2.55	-2.08
Trade and other payables	26.80	-43.55	43.14
Interest received	0.49	–	0.02
Tax paid	-15.62	-4.59	-2.17
NCF from operating activities	33.95	76.85	155.88
Investing activities			
Long Term Deposits	-0.15	-0.39	–
Acquisition of subsidiaries net of cash	–	–	-183.00
Acquisition of investment in associates	-4.80	-47.62	–
Deposit on investment	–	–	-137.58
Purchase of PPE	-789.64	-25.24	-73.12
Purchase of intangible assets	-462.66	-0.26	-2.00
Proceeds from sale of PPE	0.44	0.51	1.15
Advance payment on lease rental	–	–	-15.84
NCF used in investing activities	-1,256.80	-72.99	-410.39
Financing activities			
Proceeds from borrowings	834.60	726.82	151.70
Repayment of borrowings	-25.00	-630.29	-59.55
Deposit on loan	–	3.61	-4.00
Repayment of finance leases	-2.16	-2.60	-2.44
Issue of shares	–	–	200.00
Share application money from minority interests	–	–	20.00
Issue of redeemable/convertible preference shares	–	–	6.34
Interest paid	-75.21	-56.29	-56.72
Dividends paid to equity holders of parent	-20.00	–	-18.00
Dividends paid to minority int.	-3.94	-4.50	-4.16
NCF used in financing activities	708.29	36.75	233.17
Change in cash and cash equivalents	-514.56	40.60	-21.35
Net foreign exchange difference	6.15	5.86	–
Cash and cash equivalents opening	-12.14	-58.61	-37.26
Cash and cash equivalents closing	-520.56	-12.14	-58.61

All figures are quoted in [MUR Millions(M)] except where specified to be different.

III. ASSETS OF THE ISSUER

Récif Attitude

Recif Attitude is a 3-star plus hotel with 70 rooms located along the Pointe Aux Piments-Mont Choisy coastal road. Nested in white sandy creek, the hotel overlooks a marine reserve with beautiful sunsets.

The hotel has been built on a land spanning 8,442m² under an industrial lease from the State of Mauritius for a period of 60 years starting from 1 October 2009. The total area covered by buildings and structures is 3,908m² excluding the 100 m² occupied the pool and its deck. The building structure comprises a lounge, a reception block, two restaurants, one bar/shop, accommodation blocks, a mini-club, a spa, a boat house with an annexed store, a laundry, a generator room, a maintenance store and two gate posts.

Broll has valued the land and building including the plant & machinery at MUR 340M. This value excludes the furniture, fixtures and equipment which stood at an NBV of MUR 12.7M as at 30 June 2014.

Tropical Attitude

Tropical Attitude is located in Trou D'eau Douce with a sandy beach front of 200m facing the lagoon. Guests are given easy access to île aux Cerfs through twice-a-day complimentary boats trips and paid catamaran excursions.

The hotel is located on a leasehold land spanning 13,394 m² with a lease period of 60 years starting 19 July 2008. The main hotel building includes the reception and administration, kitchen and service areas, one restaurant, a pool area and a games room, has an area of 810m². As for the accommodation blocks, there are 60 rooms and 2 family units, with a total floor space of 2,340m². The remaining building and structures have a total area of 279m² and consist of a cloak room, a spa, a boat house, a gate house, as well as a generator room.

Broll has valued the land and building including the plant & machinery at MUR 240M. This value excludes the furniture, fixtures and equipment which stood at an NBV of MUR 10.7M as at 30 June 2014.

Ravenala Attitude

La Plantation Resort & Spa is situated on the north-west coast of the island near Balaclava Public Beach. The leasehold site has an extent of 79,600m² with 271 rooms among which 29 are suites and 4 are apartments. The lease is for 60 years starting 2 May 2014.

Compared to the other hotels, it has 3 restaurants and 3 bars with different views: beach front, pool side and sea view. Its large usable area has allowed the hotel to accommodate a titanic pool of 1,000m² square metres, a tennis court, beach volley, a kids club. Its spa is further equipped with jacuzzi stands, treatment rooms and hydrotherapy baths. Finally, it also has an animation and diving centre. The total area covered is 36,297m².

Broll has valued the land and building including the plant & machinery at MUR 1,200M

IV. ORGANISATIONAL STRUCTURE OF AHL



The above structure is subject to ongoing transactions in section 6 of this document, being completed.

V. SUMMARY OF TRANSACTIONS

	Before transfer*	Pre – IPO (transfer)	Post IPO	Net Off
ASSETS	MUR 000's	MUR 000's	MUR 000's	MUR 000's
The Ravenala Attitude (ex la plantation)	1,200,000	1,200,000	1,200,000	1,200,000
Recif Attitude	-		340,000	340,000
Tropical Attitude	-		240,000	240,000
FF&E	-		23,000	23,000
Cash	1	177,000	1,177,000	-
Total assets	1,200,001	1,980,000	2,980,000	1,802,000
Equity				
Share Capital	1	780,000	1,780,000	1,780,000
Liabilities				
Loans	825,000	825,000	825,000	-
Loan from AHL*	375,000	375,000	375,000	23,000
Total Equi. & Liab.	1,200,001	1,980,000	2,980,000	1,802,000

*excludes additional shareholder loan for expenses incurred in APL.





RECIF ATTITUDE



RECIF ATTITUDE



TROPICAL ATTITUDE



TROPICAL ATTITUDE



THE RAVENALA ATTITUDE

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