

BAYPORT MANAGEMENT LTD

(Registered by continuation in Mauritius on 2 March 2005)

(Registration number 54787 C1/GBL)

SEM share code: BAYP.N0000

ISIN: MU0410N00004

("BML" or "the Company")



EXPLANATORY STATEMENT WITH REGARD TO A PROPOSED BUYBACK OF BML SHARES

("the Proposed Buyback Programme")

1. Bayport Management Ltd ("BML" or the "Company") was registered by continuation as a private company limited by shares on 2 March 2005 under the Mauritian Companies Act 2001 with registration number 54787 C1/GBL.
2. The Company holds a Global Business Licence, issued by the Financial Services Commission on 3 March 2005, in accordance with the Financial Services Act 2007. On 28 July 2011, the Company was converted into a public company limited by shares.
3. The Company's ordinary shares were listed on the Official Market of The Stock Exchange of Mauritius Ltd ("**SEM**") on 28 March 2013.
4. The board of directors of BML (the "**Board**") intends to seek BML shareholders' (the "**Shareholders**") approval by way of a special resolution (the "**Repurchase Resolution**"), to proceed with a repurchase by the Company of a total of 55 790 BML shares ("**Buyback Shares**"), currently held by two former employees of the BML Group, representing c.0.18% of the Company's issued shares as at the last practicable date (the "**Proposed Buyback Programme**").
5. Accordingly, the Board has prepared this Explanatory Statement in accordance with the Mauritian Securities (Purchase of Own Shares) Rules 2008 (the "**Buyback Rules**"), the purpose of which is to provide Shareholders with the relevant information relating to Proposed Buyback Programme.
6. Any buyback shall, *inter alia*, be undertaken in accordance with the SEM Listing Rules and the Buyback Rules. Subject to the Repurchase Resolution being approved by Shareholders by way of a special resolution, the Company would like to proceed with the Proposed Buyback Programme.
7. Proposed Buyback Programme
 - a. The Board approved the Proposed Buyback Programme on 30 October 2020.
 - b. In terms of the Board Resolution, the Board approved the repurchase of a total 55 790 BML shares, currently held by two former employees of the BML Group, representing c.0.18% of the Company's issued shares as at the last practicable date.
 - c. Both former employees were appointed as executives within the BML Group, and in terms of the relevant BML Long Term Incentive Plans (the "**Plans**"), both former employees were awarded with a total of 55 790 BML shares.

- d. Following mutual agreement for cessation of employment with the BML Group, the Company now intends to exercise its repurchase option and to repurchase the Buyback Shares from the former employees.
8. The Proposed Buyback Programme will start three business days following receipt of the requisite Shareholders' approval and will close once all of the Buyback Shares have been repurchased by the Company, which shall happen prior to the date of the next Annual General Meeting of Shareholders ("**Buyback Period**"). The Company may delay, terminate or amend the Buyback Period at any time by releasing an announcement to that effect on the SEM's website, irrespective of whether any or all of the Buyback Shares in terms of the Proposed Buyback Programme have been repurchased.
9. Following the Share Buyback, the shares repurchased shall be held as treasury shares.
10. It is proposed that the Buyback Shares, be repurchased by the Company at a price of USD 10.19 per share, determined using the mechanism as provided for under the Rules of the Plans, whereby the Company has the option, exercisable at any time during the termination option period, to purchase any unsold shares which were acquired by the participant for a price determined upon good leaver or bad leaver status unless the Board determines a higher amount.
11. In terms of the Buyback Rules, due to the fact that the Company proposes to repurchase less than 5% of its issued share capital, the Company is not obliged to repurchase all or any of the Buyback Shares and the Company may terminate the Proposed Buyback Programme at any time, irrespective of whether any or all of the Buyback Shares have been repurchased. The Company may also close the Proposed Buyback Programme at any time and thereafter release an announcement to that effect on the SEM website.
12. It is intended that the funds required for the Proposed Buyback Programme will be provided from BML's existing cash resources. There will be brokerage fees and other costs, fees and charges incurred to repurchase the Buyback Shares.
13. The Company will proceed with the Proposed Buyback Programme pursuant to the Buyback Rules.
14. In the present case, there has been no offer to sell Shares to the Company by any member of the Board or any substantial shareholder (to the best of the Board's knowledge, having made all reasonable enquiries).
15. Audited annual financial statements for the previous three financial years are included in Annexure 3 to this Explanatory Statement.
16. Set out in the table below is the Company's share capital structure as at 30 October 2020, being the last practicable date prior to the finalisation of this Explanatory Statement to shareholders.

SHAREHOLDERS		% shareholding	No. of Ordinary Shares held
Substantial shareholders	Kinnevik New Ventures AB	23.78	7,428,902
	Elsworthy Holdings Ltd	11.75	3,672,000
	Grant Colin Kurland	9.16	2,863,057
	Kasumu Ltd	8.26	2,582,000
	Takwa Holdco	17.99	5,621,135

	Public Investment Corporation (SOC) Limited represented by Government Employees Pensions Fund	20.41	6,377,550
Others	Various	8.65	2,690,165
	TOTAL	100.00	31,234,809

17. A report from Deloitte, the auditors of the Company, with regards to the Company's state of affairs is enclosed as Annexure 2 for reference purposes. The Board has formed the opinion, on reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the commencement of the Proposed Buyback Programme.

18. The tables below contain the relevant stock market data in terms of the requirements of the Buyback Rules:

- a) High, low and average market price of the shares of the Company during the year preceding the last practicable date:

Exchange	Low	High	Average
SEM (USD)	4.65	4.65	4.65

- b) Monthly high and low prices for the six months preceding the date of this Explanatory Statement:

Month	Low SEM (USD)	High SEM (USD)
May 2020	4.65	4.65
June 2020	4.65	4.65
July 2020	4.65	4.65
August 2020	4.65	4.65
September 2020	4.65	4.65
October 2020	4.65	4.65

- c) The market price immediately after the date of the Board resolution to approve the Proposed Buyback Programme was USD 4.65 on the SEM.

- d) The volume of shares traded in each month for the six months preceding the date of this Explanatory Statement is as follows:

Month	Volume Traded On SEM
May 2020	Nil
June 2020	Nil
July 2020	Nil
August 2020	Nil
September 2020	74,596
October 2020	Nil

- e) High, low and average share price of the Company during the six months preceding the date of this Explanatory Statement:

SEM: High: USD 4.65; Low: USD 4.65; Average: USD 4.65

19. Further information with regard to the Proposed Buyback Programme may be obtained from the registered office of the Company at c/o DTOS Ltd, 10th floor, Standard Chartered Tower, 19 Cybercity, Ebene or at the physical office of the Company at 3rd Floor, Ebene Skies, Rue de L'institut, Ebene or from the office of the Company's SEM Authorised Representative and Sponsor, Perigeum Capital Ltd, at Level 4, Alexander House, 35 Cybercity, Ebene 72201, Mauritius.
20. This Explanatory Statement is being issued to shareholders of BML pursuant to the Buyback Rules. The Board accepts full responsibility for the accuracy and completeness of the information contained in this Explanatory Statement.

13 November 2020

Annexure 1
Corporate Information

Company:	Bayport Management Ltd
Principal bank:	Standard Chartered Bank Standard Chartered Tower, 19 Cybercity, Ebene, Mauritius
Date of registration by continuation in the Republic of Mauritius:	2 March 2005
Registered number:	54787 C1/GBL
Registered office :	c/o DTOS Ltd, 10 th Floor, Standard Chartered Tower, 19 Cybercity, Ebene, Republic of Mauritius
Contact telephone number:	+230 465 1605
Independent auditors and reporting accountant:	Deloitte Mauritius 7 th Floor, Standard Chartered, 19 Cybercity, Ebene, Republic of Mauritius
Secretary:	DTOS Ltd 10 th Floor, Standard Chartered Tower, 19 Cybercity, Ebene, Republic of Mauritius
SEM Authorised Representative and Sponsor and Mauritian Corporate advisor	Perigeum Capital Ltd Level 4, Alexander House, 35 Cybercity, Ebene 72201, Mauritius
International legal advisors:	White & Case LLP 1st Floor, 1 Park Lane, Wierda Valley Sandton, Johannesburg, 2196

Deloitte.

7th-8th floor, Standard Chartered Tower
19-21 Bank Street
Cybercity
Ebène 72201
Mauritius

Independent Auditor's Assurance Report to the Board of Directors of Bayport Management Ltd (the "Company") under criteria 6 of Schedule (rule 3(c)(ii)) of the rules made by the Stock Exchange of Mauritius under Section 13(2)(f) of the Securities Act 2005 relating to Securities (Purchase of own shares) Rules 2008

We have inquired into the Company's state of affairs as at 16 October 2020 date of buy-back of the Company's shares and reviewed the 12 months forecast of the Company as from date of buy-back of the Company's shares. This review has been done for the purpose of issuing a report as required under Section 13(2)(f) of the Securities Act 2005 relating to Securities (Purchase of own shares) Rules 2008 in relation to purchase of own shares.

Director's responsibilities

The directors are responsible for the maintenance of proper accounting records and compliance with statutory requirements. This includes the assessment of whether the Company meets the solvency test subsequent to the buy-back of the Company's shares in accordance with the Mauritius Companies Act 2001. They are also responsible for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditor's responsibilities

Our responsibility, for the purpose of this report, is limited to forming a conclusion on the solvency of the Company subsequent to the buy-back of the Company's shares.

We conducted our examination in accordance with *International Standard on Assurance Engagements 3000 - Assurance Engagements Other Than Audits or Reviews of Historical Financial Information*, which includes inquiries on the statement of affairs of the Company and examining the forecast of the Company for the relevant period in order to provide us with sufficient evidence to give reasonable assurance on the solvency of the Company subsequent to the buy-back of the Company's shares. Our examination is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would be aware of all significant matters that might be identified in an audit. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement whether due to fraud or error. Accordingly, we do not express an audit opinion.

Quality Control

The firm applies International Standard on Quality Control 1 and, accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Independence and Other Ethical Requirements

We have complied with the Independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Conclusion

Based on the work performed and having inquired into the Company's state of affairs, we confirm that the Board of directors of the Company have formed the opinion on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the shares buy-back date.

Limitation of use

This report is issued at the request of the Board of Directors of the Company for submission to the Board of directors of the Company and should not be used for any other purpose without our prior written consent.



Deloitte

Chartered Accountants

06 November 2020

ANNEXURE 3 – HISTORICAL FINANCIALS

BAYPORT MANAGEMENT LTD

AUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE TWELVE MONTHS ENDED 31 DECEMBER 2017

1. AUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	GROUP	
	31-Dec-17	31-Dec-16
ASSETS	USD'000	USD'000
Cash and bank balances	54 328	139 968
Loans and advances	713 550	703 959
Other assets	269 718	230 383
Total Assets	1 037 596	1 074 310
EQUITY AND LIABILITIES		
Share capital and treasury shares	363 660	301 764
Retained earnings and other reserves	(119 239)	(167 775)
Equity attributable to equity holders of the company	244 421	133 989
Non-controlling interests	13 006	10 538
Total Equity	257 427	144 527
Bank overdrafts	5 287	3 702
Borrowings	668 334	837 114
Other liabilities	106 548	88 967
Total Equity and Liabilities	1 037 596	1 074 310

2. AUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	GROUP	
	Twelve months ended	
	31-Dec-17	31-Dec-16
	USD'000	USD'000
Continuing operations		
Interest and other similar income	272 522	210 381
Interest and other similar expense	(116 063)	(92 058)
Net interest income	156 459	118 323
Commission income	5 623	4 057
Dividend income	8 119	3 724
Other income	8 325	8 049
Non-interest income	22 067	15 830
Operating income	178 526	134 153
Operating expenses	(122 901)	(96 748)
Foreign exchange (losses)/gains	(35 476)	11 882
Pre-provision income	20 149	49 287
Impairment of loans and advances	(20 192)	(22 198)
Operating (loss)/profit	(43)	27 089
Share of post-tax results of associates	1 363	-
Profit before taxation	1 320	27 089
Taxation	(16 479)	(20 276)
(Loss)/profit for the year from continuing operations	(15 159)	6 813
Discontinued operations		
Net loss for the year from discontinued operations	(29 170)	(5 063)
(Loss)/profit for the year	(44 329)	1 750
(Loss)/profit for the year attributable to:		
Owners of the company	(48 138)	831
Non-controlling interests	3 809	919
	(44 329)	1 750

(Loss)/earnings per share

From continuing and discontinued operations

Basic (loss)/earnings per share	(1.55)	0.03
Diluted (loss)/earnings per share	(1.54)	0.03

From continuing operations

Basic (loss)/earnings per share	(0.61)	0.19
Diluted (loss)/earnings per share	(0.61)	0.19

Basic weighted average number of shares(thousands)	31 069	30 719
Diluted weighted average number of shares(thousands)	31 214	30 776

3. AUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	GROUP	
	Twelve months ended	
	31-Dec-17	31-Dec-16
	USD'000	USD'000
(Loss)/profit for the year	(44 329)	1 750
Other comprehensive income/(loss), net of income tax		
<i>Items that may be reclassified subsequently to profit or loss:</i>		
Foreign exchange differences	16 209	11 984
Loss on hedging instruments designated in hedges of the net assets of foreign operations	(3 287)	(5 455)
Effect of cash flow hedges	(932)	21
Total items that may be reclassified subsequently to profit or loss	11 990	6 550
Items that will not be reclassified subsequently to profit or loss:		
Net fair value gain/(loss) arising on investments in equity instruments designated at fair value through other comprehensive income	6 317	(330)
Other comprehensive income, net of income tax	18 307	6 220
Total comprehensive (loss)/income for the year	(26 022)	7 970
Total comprehensive (loss)/income for the year attributable to:		
Owners of the company	(29 578)	7 157
Non-controlling interests	3 556	813
	(26 022)	7 970

4. AUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Total share capital and treasury shares	Total reserves	Retained earnings	Attributable to owners of the company	Non-controlling interests	Total
	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
Balance at 31 January 2016	300 778	(255 617)	81 882	127 043	8 330	135 373
Total comprehensive income/(loss) for the year	-	11 276	(4 119)	7 157	813	7 970
Issue of shares	986	(379)	-	607	-	607
Recognition of share based payments	-	467	-	467	-	467
Change in ownership interests	-	2	(1 287)	(1 285)	1 395	110
Balance at 01 January 2017	301 764	(244 251)	76 476	133 989	10 538	144 527
Total comprehensive income/(loss) for the year	-	14 211	(43 789)	(29 578)	3 556	(26 022)
Issue of shares	2 678	(2 406)	-	272	-	272
Purchase of treasury shares	(1 499)	-	-	(1 499)	-	(1 499)
Share application monies	157	-	-	157	-	157
Issue of convertible notes	60 560	-	-	60 560	-	60 560
Recognition of share based payments	-	1 728	-	1 728	-	1 728
Change in ownership interests	-	-	1 205	1 205	(1 088)	117
Disposal of subsidiary	-	77 587	-	77 587	-	77 587
Balance at 31 December 2017	363 660	(153 131)	33 892	244 421	13 006	257 427

5. AUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	GROUP	
	Twelve months ended	
	31-Dec-17	31-Dec-16
	USD'000	USD'000
Net cash used in operating activities from continuing operations	(161 550)	(44 891)
Net cash flows generated by/(used in) investing activities from continuing operations	43 462	(18 503)
Net cash flows generated by financing activities from continuing operations	49 109	109 253
Net cash flows (used in)/generated by discontinued operations	(15 646)	13 610
Net (decrease)/increase in cash and cash equivalents	(84 625)	59 469
Cash and cash equivalents at the beginning of the year	136 266	74 881
Effect of foreign exchange rate changes	(2 600)	1 916
Cash and cash equivalents at the end of the year	49 041	136 266

The audited condensed financial statements have been prepared in line with International Financial Reporting Standards.

The above audited condensed consolidated financial statements have been audited by Deloitte.

Copies of the audited condensed financial statements are available free of charge upon request at the Company's business address, 3rd Floor, Ebene Skies, Rue de l'Institut, Ebene, Mauritius.

The statement of direct and indirect interests of officers of the Company is available upon request, free of charge at the registered office of the Company.

The report is issued pursuant to Listing Rule 12.14 of the Stock Exchange of Mauritius and the Securities Act 2005 of Mauritius. The Board of Directors of Bayport Management Ltd accepts full responsibility for the accuracy of the information contained therein.

By order of the Board
DTOS Ltd
Company Secretary
28 March 2018

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AUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE TWELVE MONTHS ENDED 31 DECEMBER 2018

1. AUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	GROUP	
	31-Dec-18	31-Dec-17
	USD'000	USD'000
ASSETS		
Cash and bank balances	68 412	51 028
Loans and advances	870 702	713 550
Other assets	286 725	273 018
Total Assets	1 225 839	1 037 596
LIABILITIES		
Bank overdrafts	52 332	5 287
Borrowings	780 695	668 334
Other liabilities	162 414	106 548
Total Liabilities	995 441	780 169
EQUITY		
Share capital and treasury shares	373 557	363 660
Retained earnings and other reserves	(157 740)	(119 239)
Equity attributable to owners of the company	215 817	244 421
Non-controlling interests	14 581	13 006
Total Equity	230 398	257 427
Total Liabilities and Equity	1 225 839	1 037 596

2. AUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	GROUP	
	31-Dec-18	31-Dec-17
	USD'000	USD'000
Continuing operations		
Interest and other similar income	325 724	272 522
Interest and other similar expense	(119 684)	(116 063)
Net interest income	206 040	156 459
Commission income	4 216	5 623
Dividend income	17 573	8 119
Other income	8 998	8 325
Non-interest income	30 787	22 067
Operating income	236 827	178 526
Operating expenses	(147 522)	(122 901)
Foreign exchange losses	(3 117)	(35 476)
Operating profit before impairment on financial assets	86 188	20 149
Impairment on financial assets	(18 237)	(20 192)
Operating profit/(loss)	67 951	(43)
Share of post-tax results of associates	3 417	1 363
Profit before taxation	71 368	1 320
Taxation	(26 406)	(16 479)
Profit/(loss) for the year from continuing operations	44 962	(15 159)
Discontinued operations		
Loss for the year from discontinued operations	-	(29 170)
Profit/(loss) for the year	44 962	(44 329)
Attributable to:		
Owners of the company	38 194	(48 139)
Non-controlling interests	6 768	3 810
Profit/(loss) for the year	44 962	(44 329)

Earnings/(loss) per share:

From continuing and discontinued operations

Basic earnings/(loss) per share	1.12	(1.55)
Diluted earnings/(loss) per share	1.10	(1.54)

From continuing operations

Basic earnings/(loss) per share	1.12	(0.61)
Diluted earnings/(loss) per share	1.10	(0.61)

Basic weighted average number of shares (thousands)	34 244	31 069
Diluted weighted average number of shares (thousands)	34 650	31 214

3. AUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	GROUP	
	31-Dec-18	31-Dec-17
	USD'000	USD'000
Profit/(loss) for the year	44 962	(44 329)
Other comprehensive income/(loss), net of taxation		
<i>Items that will not be reclassified subsequently to profit or loss:</i>		
Net fair value gain on investments in equity instruments designated at fair value through other comprehensive income	2 448	6 317
Share of other comprehensive loss of associates	(990)	-
Total items that will not be reclassified subsequently to profit or loss	1 458	6 317
<i>Items that may be reclassified subsequently to profit or loss:</i>		
Foreign exchange differences	(68 779)	16 209
Loss on hedging instruments designated as hedges of the net assets on foreign operations	-	(3 287)
Effect of cash flow hedges	(2 092)	(932)
Total items that may be reclassified subsequently to profit or loss	(70 871)	11 990
Other comprehensive (loss)/income for the year, net of taxation	(69 413)	18 307
Total comprehensive loss for the year	(24 451)	(26 022)
Attributable to:		
Owners of the company	(28 214)	(29 578)
Non-controlling interests	3 763	3 556
Total comprehensive loss for the year	(24 451)	(26 022)

4. AUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Total share capital and treasury shares	Total reserves	Retained earnings	Attributable to owners of the company	Non-controlling interests	Total
	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
Balance at 01 January 2017	301 764	(244 251)	76 476	133 989	10 538	144 527
Total comprehensive income/(loss) for the year	-	18 561	(48 139)	(29 578)	3 556	(26 022)
Issue of shares	2 678	(2 406)	-	272	-	272
Share application monies	157	-	-	157	-	157
Purchase of treasury shares	(1 499)	-	-	(1 499)	-	(1 499)
Issue of convertible notes	60 560	-	-	60 560	-	60 560
Recognition of share-based payments	-	1 729	-	1 729	-	1 729
Transfer to reserves	-	(4 350)	4 350	-	-	-
Change in ownership interests	-	-	1 205	1 205	(1 088)	117
Disposal of subsidiary	-	77 586	-	77 586	-	77 586
Balance at 01 January 2018	363 660	(153 131)	33 892	244 421	13 006	257 427
Total comprehensive (loss)/income for the year	-	(66 407)	38 193	(28 214)	3 763	(24 451)
Issue of shares	526	-	-	526	-	526
Share application monies	9 371	-	-	9 371	-	9 371
Recognition of share-based payments	-	4 644	-	4 644	-	4 644
Transfer from reserves	-	11 228	(11 228)	-	-	-
Change in ownership interests	-	(732)	(14 199)	(14 931)	(2 188)	(17 119)
Balance at 31 December 2018	373 557	(204 398)	46 658	215 817	14 581	230 398

5. AUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	GROUP	
	31-Dec-18	31-Dec-17
	USD'000	USD'000
Net cash used in operating activities from continuing operations	(132 481)	(161 550)
Net cash flows (used in)/generated by investing activities from continuing operations	(18 182)	43 419
Net cash flows generated by financing activities from continuing operations	126 623	45 852
Net cash flow used in discontinued operations	-	(15 646)
Net decrease in cash and cash equivalents	(24 040)	(87 925)
Cash and cash equivalents at the beginning of the year	45 741	136 266
Effect of foreign exchange rate changes	(5 621)	(2 600)
Net cash and cash equivalents at the end of the year	16 080	45 741

The audited condensed consolidated financial statements have been prepared in line with International Financial Reporting Standards.

The above audited condensed consolidated financial statements have been audited by Deloitte.

Copies of the audited condensed consolidated financial statements are available free of charge upon request at the Company's business address, 3rd Floor, Ebene Skies, Rue de L'Institut, Ebene, Mauritius.

The statement of direct and indirect interests of officers of the Company is available upon request, free of charge at the registered office of the Company.

The report is issued pursuant to Listing Rule 12.14 of the Stock Exchange of Mauritius and the Securities Act 2005 of Mauritius. The Board of Directors of Bayport Management Ltd accepts full responsibility for the accuracy of the information contained therein.

By order of the Board
DTOS Ltd
Company Secretary
01 April 2019

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MANAGEMENT LTD

BAYPORT MANAGEMENT LTD

AUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE TWELVE MONTHS ENDED 31 DECEMBER 2019

1. AUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	GROUP	
	31-Dec-19	31-Dec-18
	USD'000	USD'000
ASSETS		
Cash and bank balances	118 354	68 412
Loans and advances	1 034 327	870 702
Other assets	321 930	286 725
Total Assets	1 474 611	1 225 839
LIABILITIES		
Bank overdrafts	49 894	52 332
Borrowings	1 044 519	780 695
Other liabilities	151 733	162 414
Total Liabilities	1 246 146	995 441
EQUITY		
Share capital and treasury shares	404 569	373 557
Retained earnings and other reserves	(192 926)	(157 740)
Equity attributable to equity holders of the company	211 643	215 817
Non-controlling interests	16 822	14 581
Total Equity	228 465	230 398
Total Liabilities and Equity	1 474 611	1 225 839

2. AUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	GROUP	
	Twelve months ended 31-Dec-19	31-Dec-18
	USD'000	USD'000
Interest and other similar income	349 437	325 724
Interest and other similar expense	(151 980)	(119 684)
Net interest income	197 457	206 040
Commission income	5 951	4 216
Dividend income	23 328	17 573
Other income	27,653	8 998
Non-interest income	56 932	30 787
Operating income	254 389	236 827
Operating expenses	(157 399)	(147 522)
Foreign exchange losses	(487)	(3 117)
Operating profit before impairment on financial assets	96 503	86 188
Impairment on financial assets	(22 126)	(18 237)
Operating profit	74 377	67 951
Share of post-tax results of associates	1 693	3 417
Profit before taxation	76 070	71 368
Taxation	(30 123)	(26 406)
Profit for the year	45 947	44 962
Attributable to:		
Owners of the company	40 118	38 194
Non-controlling interests	5 829	6 768
Profit for the year	45 947	44 962
Earnings per share		
Basic earnings per share	1.16	1.12
Diluted earnings per share	1.15	1.10
Basic weighted average number of shares (thousands)	34 437	34 244
Diluted weighted average number of shares (thousands)	34 915	34 650

3. AUDITED CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

	GROUP	
	Twelve months ended 31-Dec-19	31-Dec-18
	USD'000	USD'000
Profit for the year	45 947	44 962
Other comprehensive income/(loss), net of taxation		
<i>Items that will not be reclassified subsequently to profit or loss:</i>		
Fair value (loss)/gain on investments in equity instruments designated as at fair value through other comprehensive income	(14 591)	2 448
Share of other comprehensive loss of associates	(543)	(990)
Total items that will not be reclassified subsequently to profit or loss	(15 134)	1 458
<i>Items that may be reclassified subsequently to profit or loss:</i>		
Foreign exchange differences	(24 162)	(68 779)
Effect of cash flow hedges	2 655	(2 092)
Total items that may be reclassified subsequently to profit or loss	(21 507)	(70 871)
Other comprehensive loss for the year, net of taxation	(36 641)	(69 413)
Total comprehensive income/(loss) for the year	9 306	(24 451)
Attributable to:		
Owners of the company	5 988	(28 214)
Non-controlling interests	3 318	3 763
Total comprehensive income/(loss) for the year	9 306	(24 451)

4. AUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Total share capital and treasury shares	Total reserves	Retained earnings	Attributable to owners of the company	Non-controlling interests	Total
	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
Balance at 01 January 2018	363 660	(153 131)	33 892	244 421	13 006	257 427
Total comprehensive (loss)/income for the year	-	(66 408)	38 194	(28 214)	3 763	(24 451)
Issue of shares	526	-	-	526	-	526
Recognition of share based payments	-	4 644	-	4 644	-	4 644
Share application monies	9 371	-	-	9 371	-	9 371
Transfer from reserves	-	11 228	(11 228)	-	-	-
Disposal of subsidiary	-	(731)	(14 200)	(14 931)	(2 188)	(17 119)
Balance at 31 December 2018	373 557	(204 398)	46 658	215 817	14 581	230 398
Balance at 01 January 2019 as previously reported	373 557	(204 398)	46 658	215 817	14 581	230 398
Impact of adopting IFRS 16 at associate level	-	-	(200)	(200)	-	(200)
Balance at 01 January 2019 as restated	373 557	(204 398)	46 458	215 617	14 581	230 198
Total comprehensive (loss)/income for the year	-	(34 130)	40 426	6 296	3 318	9 306
Issue of shares	31 012	(1 012)	-	30 000	-	30 000
Recognition of share based payments	-	2 444	-	2 444	-	2 444
Transfer from reserves	-	(7 264)	7 264	-	-	-
Change in ownership interests	-	-	-	-	2 332	2 332
Dividend paid	-	-	(42 406)	(42 406)	(3 409)	(45 815)
Balance at 31 December 2019	404 569	(244 360)	51 742	211 951	16 822	228 465

5. AUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	GROUP	
	Twelve months ended 31-Dec-19	31-Dec-18
	USD'000	USD'000
Net cash used in operating activities	(166 985)	(132 481)
Net cash flows used in investing activities	(58 349)	(18 182)
Net cash flows generated by financing activities	298 446	126 623
Net increase/(decrease) in cash and cash equivalents	73 112	(24 040)
Net cash and cash equivalents at the beginning of the year	16 080	45 741
Effect of foreign exchange rate changes	(20 732)	(5 621)
Net cash and cash equivalents at the end of the year	68 460	16 080

The audited condensed financial statements have been prepared in line with International Financial Reporting Standards. The above audited condensed consolidated financial statements have been audited by Deloitte

Copies of the audited condensed financial statements are available free of charge upon request at the Company's business address, 3rd Floor, Ebene Skies, Rue de L'Institut, Ebene, Mauritius.

The statement of direct and indirect interests of officers of the Company is available upon request, free of charge at the registered office of the Company.

The report is issued pursuant to Listing Rule 12.14 of the Stock Exchange of Mauritius and the Securities Act 2005 of Mauritius. The Board of Directors of Bayport Management Ltd accepts full responsibility for the accuracy of the information contained therein.

By order of the Board
DTOS Ltd
Company Secretary
29 April 2020

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MANAGEMENT LTD