

## 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")



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### EXPLANATORY STATEMENT TO BML SHAREHOLDERS WITH REGARD TO A PROPOSED BUYBACK OF BML SHARES

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#### 1. COMPANY BACKGROUND

BML 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.

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.

The Company's ordinary shares were listed on the Official Market of the Stock Exchange of Mauritius Ltd ("**SEM**") on 28 March 2013.

#### 2. INTRODUCTION

On 8 July 2022, the board of directors of BML (the "**Board**") passed a resolution authorising the repurchase of 50,203 BML shares (the "**Buyback Shares**") at a price of USD 5.74 each (the "**Proposed Buyback Programme**").

BML had 31,394,663 shares in issue as at 26 August 2022 (being the "**Last Practicable Date**"). The Proposed Buyback Programme therefore encompasses around 0.16% of the BML shares in issue as at the Last Practicable Date.

The purpose of this Explanatory Statement is accordingly to provide BML shareholders with the relevant information relating to the Proposed Buyback Programme.

#### 3. RATIONALE FOR THE PROPOSED BUYBACK PROGRAMME

- (i) In accordance with the Rules of BML's Long Term Incentive Plan dated 31 October 2012 (referred to as "**Long Term Incentive Plan**"), various senior employees of the Company were awarded BML shares based on their performance ("**Participants**").

As per the Rules of the Long Term Incentive Plan, a Liquidity Event would be created if an IPO (i.e. the listing of BML shares on an internationally recognised stock Exchange, other than the SEM) does not happen by 31 December 2021 (the "**Liquidity Event**"), whereby the Company will offer to repurchase awarded shares from the Participants, and the latter will, at their sole discretion, either accept or decline such repurchase offer from the Company. Given that there was no IPO by 31 December 2021, the Liquidity Event is deemed to have been triggered.

- (ii) Further to the occurrence of the Liquidity Event, the Company is now required to repurchase the Buyback Shares from the Participants.

- (iii) The Company is required to repurchase the Buyback Shares at a price determined using the below parameters:
- Based on the good leaver or bad leaver status as detailed in the Long Term Incentive Plan, unless the Board of BML determines a higher price; and
  - Should a higher price be considered by the Board of BML, same should be the fair market value per BML share as determined by a Big-4 auditing firm selected by the Company.

BML accordingly appointed Ernst & Young (“EY”) to conduct a valuation of the BML shares, and the latter arrived at a fair market value of USD 5.74 per BML share. The valuation report from EY was approved by the Remuneration Committee of BML on 24 March 2022 and on 8 July 2022, the directors resolved to approved the repurchase of the Buyback Shares at the price of USD 5.74 per share.

#### 4. SHAREHOLDERS’ APPROVAL

By way of a special resolution passed at the Annual General Meeting of BML shareholders (the “**Shareholders**”) held on 22 June 2022, the Board was authorised to proceed with the repurchase of a maximum of 1,538,338 BML shares representing 4.9% of its issued shares as at the date of the notice of said Annual General Meeting.

This general approval from the Shareholders is valid for a period of twelve months from the date of the Annual General meeting or until the next Annual General Meeting of Shareholders, whichever is the earliest.

Any buyback of shares shall, *inter alia*, be undertaken in accordance with the SEM Listing Rules and the Mauritian Securities (Purchase of Own Shares) Rules 2008 (the “**Buyback Rules**”).

#### 5. OTHER DISCLOSURES REQUIRED IN TERMS OF THE BUYBACK RULES

- i. The Proposed Buyback Programme will start on 02 September 2022 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**”).
- ii. 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.
- iii. The shares repurchased as part of the Proposed Buyback Programme shall be held as treasury shares.
- iv. It is proposed that the Buyback Shares, be repurchased by the Company at a price of USD 5.74 per share, determined using the mechanisms as detailed under section 3.
- v. In terms of the Buyback Rules, given 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.

- vi. 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.
- vii. The Company will proceed with the Proposed Buyback Programme pursuant to the Buyback Rules.
- viii. In the present case, there has been no offer to sell BML 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).
- ix. Audited annual financial statements for the previous three financial years are included in Annexure 3 to this Explanatory Statement.
- x. Set out in the table below is the Company's share capital structure as at the Last Practicable Date prior to the finalisation of this Explanatory Statement.

<b>SHAREHOLDERS</b>		<b>% shareholding</b>	<b>No. of Ordinary Shares held</b>
<b>Substantial shareholders</b>	Kinnevik New Ventures AB	23.93	7,428,902
	Public Investment Corporation (SOC) Limited represented by Government Employees Pensions Fund	20.54	6,377,550
	Takwa Holdco Limited	22.99	7,138,842
	Elsworthy Holdings Ltd	11.83	3,672,000
	Grant Colin Kurland	9.22	2,863,057
	Kasumu Ltd	8.32	2,582,000
<b>Others</b>	Various	3.18	986,861
	<b>TOTAL</b>	100.00	31,049,242

- xi. A report from BDO & Co, the auditors of the Company, with regard 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, regarding its state of affairs, be rendered insolvent within a period of one year from the date of the commencement of the Proposed Buyback Programme.
- xii. The tables below contain the relevant stock market data in terms of the requirements of the Buyback Rules:
  - a) The high, low as well as the average market prices of the shares of the Company during the year preceding the Last Practicable Date is at USD 4.25.
  - b) The monthly high and low prices for the six months preceding the date of this Explanatory Statement:

<b>Month</b>	<b>Low SEM (USD)</b>	<b>High SEM (USD)</b>
February 2022	4.25	4.25
March 2022	4.25	4.25

April 2022	4.25	4.25
May 2022	4.25	4.25
June 2022	4.25	4.25
July 2022	4.25	4.25

- c) The market price immediately after the date of the Board resolution to approve the Proposed Buyback Programme was USD 4.25 the SEM.
- d) There has not been any trade in the six months preceding the date of this Explanatory Statement (i.e. for the period from February to July 2022).
- e) The high, low as well as the average share price of the Company during the six months preceding the date of this Explanatory Statement is USD 4.25.
6. Further information with regard to the Proposed Buyback Programme may be obtained from the registered office of the Company at c/o Bellerive Corporate Management Services (Mauritius), 3<sup>rd</sup> 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.
7. 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.

29 August 2022

**Annexure 1**  
**Corporate Information**

<b>Company:</b>	Bayport Management Ltd
<b>Principal bank:</b>	Standard Chartered Bank Standard Chartered Tower, 19 Cybercity, Ebene, Mauritius
<b>Date of registration by continuation in the Republic of Mauritius:</b>	2 March 2005
<b>Registered number:</b>	54787 C1/GBL
<b>Registered office :</b>	c/o Bellerive Corporate Management Services (Mauritius), 3rd Floor, Ebene Skies, Rue De L'Institut, Ebene, Mauritius
<b>Contact telephone number:</b>	+230 465 1605
<b>Independent auditors and reporting accountant:</b>	BDO & Co (Mauritius) 10 Frère Felix De Valois St, Port Louis, Republic of Mauritius
<b>Secretary:</b>	Bellerive Corporate Management Services (Mauritius) Ltd 3 <sup>rd</sup> Floor, Ebene Skies, Rue De L'Institut, Ebene, Mauritius
<b>SEM Authorised Representative and Sponsor and Mauritian Corporate Advisor:</b>	Perigeum Capital Ltd Level 4, Alexander House, 35 Cybercity, Ebene 72201, Mauritius



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 Port Louis, Mauritius  
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**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 8 July 2022, date of approval of the buy-back of the Company's shares and reviewed the 12 months forecast of the Company as from date of approval of the 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. The directors are responsible for ensuring 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 share buy back, and that the opinion was based on reasonable grounds. 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 limited 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, nothing has come to our attention that causes us to believe that the Company will not be solvent subsequent to the buy-back of the Company's shares within a period of one year from the shares buy-back approval 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.

**BDO & CO**  
 Chartered Accountants

Port Louis  
 Mauritius

August 22, 2022

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BDO is the brand name for the BDO network and for each of the BDO Member Firms.

# BAYPORT MANAGEMENT LTD

Annexure 3

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

## 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)
<b>Net interest income</b>	<b>197 457</b>	<b>206 040</b>
Commission income	5 951	4 216
Dividend income	23 328	17 573
Other income	27,653	8 998
<b>Non-interest income</b>	<b>56 932</b>	<b>30 787</b>
<b>Operating income</b>	<b>254 389</b>	<b>236 827</b>
Operating expenses	(157 399)	(147 522)
Foreign exchange losses	(487)	(3 117)
<b>Operating profit before impairment on financial assets</b>	<b>96 503</b>	<b>86 188</b>
Impairment on financial assets	(22 126)	(18 237)
<b>Operating profit</b>	<b>74 377</b>	<b>67 951</b>
Share of post-tax results of associates	1 693	3 417
<b>Profit before taxation</b>	<b>76 070</b>	<b>71 368</b>
Taxation	(30 123)	(26 406)
<b>Profit for the year</b>	<b>45 947</b>	<b>44 962</b>
<b>Attributable to:</b>		
Owners of the company	40 118	38 194
Non-controlling interests	5 829	6 768
<b>Profit for the year</b>	<b>45 947</b>	<b>44 962</b>
<b>Earnings per share</b>		
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
<b>Profit for the year</b>	<b>45 947</b>	<b>44 962</b>
<b>Other comprehensive income/(loss), net of taxation</b>		
<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)
<b>Total items that will not be reclassified subsequently to profit or loss</b>	<b>(15 134)</b>	<b>1 458</b>
<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)
<b>Total items that may be reclassified subsequently to profit or loss</b>	<b>(21 507)</b>	<b>(70 871)</b>
<b>Other comprehensive loss for the year, net of taxation</b>	<b>(36 641)</b>	<b>(69 413)</b>
<b>Total comprehensive income/(loss) for the year</b>	<b>9 306</b>	<b>(24 451)</b>
<b>Attributable to:</b>		
Owners of the company	5 988	(28 214)
Non-controlling interests	3 318	3 763
<b>Total comprehensive income/(loss) for the year</b>	<b>9 306</b>	<b>(24 451)</b>

## 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
<b>Balance at 01 January 2018</b>	<b>363 660</b>	<b>(153 131)</b>	<b>33 892</b>	<b>244 421</b>	<b>13 006</b>	<b>257 427</b>
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)
<b>Balance at 31 December 2018</b>	<b>373 557</b>	<b>(204 398)</b>	<b>46 658</b>	<b>215 817</b>	<b>14 581</b>	<b>230 398</b>
<b>Balance at 01 January 2019 as previously reported</b>	<b>373 557</b>	<b>(204 398)</b>	<b>46 658</b>	<b>215 817</b>	<b>14 581</b>	<b>230 398</b>
Impact of adopting IFRS 16 at associate level	-	-	(200)	(200)	-	(200)
<b>Balance at 01 January 2019 as restated</b>	<b>373 557</b>	<b>(204 398)</b>	<b>46 458</b>	<b>215 617</b>	<b>14 581</b>	<b>230 198</b>
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)
<b>Balance at 31 December 2019</b>	<b>404 569</b>	<b>(244 360)</b>	<b>51 742</b>	<b>211 951</b>	<b>16 822</b>	<b>228 465</b>

## 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)
<b>Net cash and cash equivalents at the end of the year</b>	<b>68 460</b>	<b>16 080</b>

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, 3<sup>rd</sup> 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

**BAYPORT**  
MANAGEMENT LTD

# BAYPORT MANAGEMENT LTD

AUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE TWELVE MONTHS ENDED 31 DECEMBER 2020

## 1. AUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	GROUP	
	31-Dec-20	31-Dec-19 (Restated)*
	USD'000	USD'000
<b>ASSETS</b>		
Cash and bank balances	170 801	118 354
Loans and advances	949 077	1 034 327
Other assets	300 626	321 930
<b>Total Assets</b>	<b>1 420 504</b>	<b>1 474 611</b>
<b>LIABILITIES</b>		
Bank overdraft	118	4 894
Borrowings	1 110 862	1 107 339
Other liabilities	137 471	133 913
<b>Total Liabilities</b>	<b>1 248 451</b>	<b>1 246 146</b>
<b>EQUITY</b>		
Share capital and treasury shares	402 140	404 569
Retained earnings and other reserves	(246 083)	(192 926)
<b>Equity attributable to owners of the company</b>	<b>156 057</b>	<b>211 643</b>
Non-controlling interests	15 996	16 822
<b>Total Equity</b>	<b>172 053</b>	<b>228 465</b>
<b>Total Equity and Liabilities</b>	<b>1 420 504</b>	<b>1 474 611</b>

## 2. AUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	GROUP	
	Twelve months ended	
	31-Dec-20	31-Dec-19
	USD'000	USD'000
Interest and other similar income	320 907	349 437
Interest and other similar expense	(163 680)	(151 980)
<b>Net interest income</b>	<b>157 227</b>	<b>197 457</b>
Lending related income	30 502	41 755
Income from insurance activities	16 867	7 822
Other interest income	5 227	3 537
Other income	3 109	3 819
<b>Non-interest Income</b>	<b>55 705</b>	<b>56 933</b>
<b>Operating income</b>	<b>212 932</b>	<b>254 390</b>
Operating expenses	(150 471)	(157 399)
Foreign exchange gains/(losses)	7 899	(488)
<b>Operating profit before impairment on financial assets</b>	<b>70 360</b>	<b>96 503</b>
Impairment on financial assets	(18 195)	(22 126)
<b>Operating profit before share of post-tax results of associates</b>	<b>52 165</b>	<b>74 377</b>
Share of post-tax results of associates	478	1 693
<b>Operating profit before taxation</b>	<b>52 643</b>	<b>76 070</b>
Taxation	(23 556)	(30 123)
<b>Profit for the year</b>	<b>29 087</b>	<b>45 947</b>
<b>Attributable to:</b>		
Owners of the company	23 989	40 118
Non-controlling interests	5 098	5 829
<b>Profit for the year</b>	<b>29 087</b>	<b>45 947</b>
<b>Earnings per share:</b>		
Basic earnings per share	0.69	1.16
Diluted earnings per share	0.69	1.15
Basic weighted average number of shares (thousands)	34 697	34 437
Diluted weighted average number of shares (thousands)	34 869	34 915

\* During the year ended 31 December 2020, management reviewed the presentation of the statement of financial position and concluded that it is appropriate to reclassify certain liability balances reported in the year ended 31 December 2019.

## 3. AUDITED CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

	GROUP	
	31-Dec-20	31-Dec-19
	USD'000	USD'000
<b>Profit for the year</b>	<b>29 087</b>	<b>45 947</b>
<b>Other comprehensive income/(loss), net of taxation</b>		
<b>Items that will not be reclassified subsequently to profit or loss:</b>		
Net fair value gain/(loss) on investments in equity instruments designated as at fair value through other comprehensive income	4 386	(14 592)
Share of other comprehensive income/(loss) of associates	66	(543)
<b>Total items that will not be reclassified subsequently to profit or loss</b>	<b>4 452</b>	<b>(15 135)</b>
<b>Items that may be reclassified subsequently to profit or loss:</b>		
Foreign exchange differences	(81 293)	(24 162)
Effects of cash flow hedges	-	2 655
<b>Total items that may be reclassified subsequently to profit or loss</b>	<b>(81 293)</b>	<b>(21 507)</b>
<b>Other comprehensive loss for the year, net of taxation</b>	<b>(76 841)</b>	<b>(36 642)</b>
<b>Total comprehensive (loss)/income for the year</b>	<b>(47 754)</b>	<b>9 305</b>
<b>Attributable to:</b>		
Owners of the company	(48 447)	5 987
Non-controlling interests	693	3 318
<b>Total comprehensive (loss)/income for the year</b>	<b>(47 754)</b>	<b>9 305</b>

## 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
	31-Dec-20	31-Dec-19			Company	Non-controlling interests		
	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000	USD'000
<b>Balance at 01 January 2019</b>	<b>373 557</b>	<b>(204 398)</b>	<b>46 458</b>	<b>215 617</b>	<b>14 581</b>	<b>230 198</b>		
Total comprehensive (loss)/income for the year	-	(34 131)	40 118	5 987	3 318	9 305		
Issue of shares	31 012	(1 012)	-	30 000	-	30 000		
Recognition of share-based payments	-	2 445	-	2 445	-	2 445		
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)		
<b>Balance at 31 December 2019</b>	<b>404 569</b>	<b>(244 360)</b>	<b>51 434</b>	<b>211 643</b>	<b>16 822</b>	<b>228 465</b>		
<b>Balance at 01 January 2020</b>	<b>404 569</b>	<b>(244 360)</b>	<b>51 434</b>	<b>211 643</b>	<b>16 822</b>	<b>228 465</b>		
Total comprehensive (loss)/income for the year	-	(72 436)	23 989	(48 447)	693	(47 754)		
Issue of shares	96	(96)	-	-	-	-		
Buy back of ordinary shares	(569)	-	-	(569)	-	(569)		
Transfer of pledged ordinary shares	(2 061)	-	-	(2 061)	-	(2 061)		
Share application monies	105	(105)	-	-	-	-		
Reversal of share based payments	-	(3 529)	-	(3 529)	-	(3 529)		
Transfer to reserves	-	5 774	(5 774)	-	-	-		
Dividend paid	-	-	(980)	(980)	(1 519)	(2 499)		
<b>Balance at 31 December 2020</b>	<b>402 140</b>	<b>(314 752)</b>	<b>68 669</b>	<b>156 057</b>	<b>15 996</b>	<b>172 053</b>		

## 5. AUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	GROUP	
	31-Dec-20	31-Dec-19
	USD'000	USD'000
Net cash generated by/(used in) operating activities	34 842	(166 985)
Net cash flows generated by/(used in) investing activities	3 886	(58 349)
Net cash flows generated by financing activities	38 123	308 445
Net increase in cash and cash equivalents	76 851	83 111
Cash and cash equivalents at the beginning of the year	113 460	51 080
Effect of foreign exchange rate changes	(19 628)	(20 731)
<b>Net cash and cash equivalents at the end of the year</b>	<b>170 683</b>	<b>113 460</b>

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 BDO & Co. and were approved by the Board of Directors on 29 April 2021.

Copies of the audited condensed financial statements are available free of charge upon request at the Company's business address, 3<sup>rd</sup> 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 Rules 11.3 and 12.14 of the Stock Exchange of Mauritius Ltd 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  
30 April 2021

**Perigeum Capital**  
SEM Authorised Representative  
& Sponsor

**BAYPORT**  
MANAGEMENT LTD



# BAYPORT MANAGEMENT LTD

AUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE TWELVE MONTHS ENDED 31 DECEMBER 2021

## 1. AUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	GROUP	
	31-Dec-21	31-Dec-20
	USD'000	USD'000
<b>ASSETS</b>		
Cash and bank balances	146 812	170 801
Loans and advances	1 053 143	949 077
Other assets	323 428	300 626
<b>Total Assets</b>	<b>1 523 383</b>	<b>1 420 504</b>
<b>LIABILITIES</b>		
Bank overdrafts	21 012	118
Borrowings	1 128 772	1 110 862
Other liabilities	177 051	137 471
<b>Total Liabilities</b>	<b>1 326 835</b>	<b>1 248 451</b>
<b>EQUITY</b>		
Share capital and treasury shares	399 544	402 140
Retained earnings and other reserves	(208 064)	(246 083)
<b>Equity attributable to owners of the Company</b>	<b>191 480</b>	<b>156 057</b>
Non-controlling interests	5 068	15 996
<b>Total Equity</b>	<b>196 548</b>	<b>172 053</b>
<b>Total Liabilities and Equity</b>	<b>1 523 383</b>	<b>1 420 504</b>

## 2. AUDITED CONDENSED CONSOLIDATED INCOME STATEMENT

	GROUP	
	Twelve months ended 31-Dec-21	31-Dec-20
	USD'000	USD'000
<b>Continuing operations</b>		
Interest and other similar income	326 649	320 907
Interest and other similar expense	(171 719)	(163 619)
<b>Net interest income</b>	<b>154 930</b>	<b>157 288</b>
Lending related income	19 023	27 018
Income from insurance activities	3 152	3 637
Investment income	8 542	4 858
Other income	9 070	3 042
<b>Non-interest income</b>	<b>39 787</b>	<b>38 555</b>
<b>Operating income</b>	<b>194 717</b>	<b>195 843</b>
Operating expenses	(129 153)	(139 131)
Foreign exchange (losses)/gains	(2 310)	7 916
<b>Operating profit before impairment on financial assets</b>	<b>63 254</b>	<b>64 628</b>
Impairment on financial assets	(18 566)	(18 195)
<b>Operating profit before share of post-tax results of associates</b>	<b>44 688</b>	<b>46 433</b>
Net gain on measurement of associates	163	-
Share of post-tax results of associates	(500)	478
<b>Operating profit before taxation</b>	<b>44 351</b>	<b>46 911</b>
Taxation	(28 094)	(22 944)
<b>Profit for the year</b>	<b>16 257</b>	<b>23 967</b>

### Discontinued operations\*

Profit from discontinued operations	-	5 119
<b>Profit for the year</b>	<b>16 257</b>	<b>29 086</b>

### Attributable to:

Owners of the company	12 629	23 989
Non-controlling interests	3 628	5 097
<b>Profit for the year</b>	<b>16 257</b>	<b>29 086</b>

### Earnings per share\*\*

	31-Dec-21	31-Dec-20
<b>From continuing operations</b>		
Basic earnings per share	0.37	0.62
Diluted earnings per share	0.36	0.61
<b>From discontinued operations</b>		
Basic earnings per share	-	0.07
Diluted earnings per share	-	0.08

Basic weighted average number of shares (thousands) 34 489 34 697  
Diluted weighted average number of shares (thousands) 34 743 34 869

\* The comparative financial information have been re-presented to include the operation of the Traffic Group that have been classified as discontinued in the 2020 financial year following reclassification from subsidiary to associate.

\*\* The earnings per share for the year ended 31 December 2020 excludes profit from discontinued operations.

## 3. AUDITED CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

	GROUP	
	31-Dec-21	31-Dec-20
	USD'000	USD'000
<b>Profit for the year</b>	<b>16 257</b>	<b>29 086</b>
<b>Other comprehensive income/(loss), net of taxation</b>		
<i>Items that will not be reclassified subsequently to profit or loss:</i>		
Net fair value gain on investments in equity instruments designated as at fair value through other comprehensive income	12 333	4 387
Share of other comprehensive gain of associates	3 930	66
<b>Total items that will not be reclassified subsequently to profit or loss</b>	<b>16 263</b>	<b>4 453</b>
<i>Items that may be reclassified subsequently to profit or loss:</i>		
Foreign exchange differences	6 937	(81 293)
Fair value gain arising on hedging instruments	2 518	-
<b>Total items that may be reclassified subsequently to profit or loss</b>	<b>9 455</b>	<b>(81 293)</b>
<b>Other comprehensive income/(loss) for the year, net of taxation</b>	<b>25 718</b>	<b>(76 840)</b>
<b>Total comprehensive income/(loss) for the year</b>	<b>41 975</b>	<b>(47 754)</b>
<b>Attributable to:</b>		
Owners of the company	35 176	(48 447)
Non-controlling interests	6 799	693
<b>Total comprehensive income/(loss) for the year</b>	<b>41 975</b>	<b>(47 754)</b>

## 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		
<b>Balance at 01 January 2020</b>	<b>404 569</b>	<b>(244 360)</b>	<b>51 434</b>	<b>211 643</b>	<b>16 822</b>	<b>228 465</b>		
Total comprehensive (loss)/income for the period	-	(72 436)	23 989	(48 447)	693	(47 754)		
Issue of shares	96	(96)	-	-	-	-		
Buy back of ordinary shares	(569)	-	-	(569)	-	(569)		
Transfer of pledged ordinary shares	(2 061)	-	-	(2 061)	-	(2 061)		
Share application monies	105	(105)	-	-	-	-		
Reversal of share based payments	-	(3 529)	-	(3 529)	-	(3 529)		
Transfer to reserves	-	5 774	(5 774)	-	-	-		
Dividend paid	-	-	(980)	(980)	(1 519)	(2 499)		
<b>Balance at 31 December 2020</b>	<b>402 140</b>	<b>(314 752)</b>	<b>68 669</b>	<b>156 057</b>	<b>15 996</b>	<b>172 053</b>		
<b>Balance at 01 January 2021</b>	<b>402 140</b>	<b>(314 752)</b>	<b>68 669</b>	<b>156 057</b>	<b>15 996</b>	<b>172 053</b>		
Total comprehensive income for the period	-	22 547	12 629	35 176	6 799	41 975		
Issue of shares	105	-	-	105	10	115		
Recognition of share-based payment	-	441	-	441	-	441		
Buy back of ordinary shares	(2 596)	2 407	-	(189)	-	(189)		
Share application monies	(105)	-	-	(105)	-	(105)		
Change in ownership interests	-	(5)	-	(5)	(17 602)	(17 607)		
Transfer to reserves	-	13 515	(13 515)	-	-	-		
Dividend paid	-	-	-	-	(135)	(135)		
<b>Balance at 31 December 2021</b>	<b>399 544</b>	<b>(275 847)</b>	<b>67 783</b>	<b>191 480</b>	<b>5 068</b>	<b>196 548</b>		

## 5. AUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	GROUP	
	31-Dec-21	31-Dec-20
	USD'000	USD'000
Net cash generated by operating activities	21 339	34 842
Net cash flows (used in)/generated by investing activities	(3 895)	3 886
Net cash flows (used in)/generated by financing activities	(57 951)	38 123
Net (decrease)/increase in cash and cash equivalents	(40 507)	76 851
Cash and cash equivalents at the beginning of the period	170 683	113 460
Derecognition of subsidiary	(7 212)	-
Effect of foreign exchange rate changes	2 836	(19 628)
<b>Cash and cash equivalents at the end of the year</b>	<b>125 800</b>	<b>170 683</b>

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 BDO & Co. and they have issued an unmodified audit opinion on the financial statements which were approved by the Board of Directors on 31 March 2022.

Copies of the audited condensed financial statements are available free of charge upon request at the Company's business address, 3<sup>rd</sup> 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 above audited condensed Financial Statements are issued pursuant to Listing Rules 11.3 and 12.14 of the Stock Exchange of Mauritius Ltd, 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  
Bellerive Mauritius  
Company Secretary  
31 March 2022

SEM Authorised  
Representative & Sponsor

Perigeum  
Capital

**BAYPORT**  
MANAGEMENT LIMITED