

COMMUNIQUÉ

Following the issue of the prospectus of **Velogic Holding Company Limited** (the "**Company**" or "**VHCL**"), also deemed to be an admission document (the "**Prospectus**"), on 06 October 2021, consultations took place between the regulatory authorities and the Company on the sale and subscription process resulting in a new calendar being agreed.

Accordingly, the Board of VHCL wishes to inform the public at large that the calendar of events set out at section 4.5 of the Prospectus has been revised as follows:

	2021
Public notice of approval of the LEC	06 October
Start of analysts meetings and roadshows	18 October
Opening of subscription period	19 November
Closing of subscription period	03 December
Communication of outcome of offer for sale	On or about 15 December
First day of trading	15 December
Execution of offer for sale transactions on ATS	15 December
Settlement of offer for sale transactions through CDS	20 December

The share subscription form set out in the Prospectus is hereby amended. The **revised share subscription form** is now available on the website of the Company at <https://www.velogic.net/>.

The revised share subscription form shall be returned to the sponsoring broker, MCB Stockbrokers Ltd. or any other licensed investment dealer, a list of which can be found at <https://www.stockexchangeofmauritius.com/about-us/find-a-broker>, **no later than 3:00 pm on 03 December 2021**.

Payment for the ordinary shares which are the subject of the offer for sale **should be made through your usual investment dealer** instead of drawing a cheque in favour of/making a bank transfer to Amethis Africa Finance Ltd. **Furthermore, all transaction costs relating to the purchase of such shares will be borne by the buyer.**

Consequently, the salient features of the listing, sections 4.5, 4.6 and 4.7 of the Prospectus are hereby amended to reflect the aforementioned changes and are available on the website of the Company at <https://www.velogic.net/>. Alternatively, copies of the said revised documents can be obtained free of charge upon request to the Secretary at the registered office of the Company, No. 5, President John Kennedy Street, Port Louis. Kindly contact the Secretary on legal@rogers.mu.

The public is further informed that on the first day of trading, 1,000 ordinary shares will be made available for trading at an initial price of MUR 25.00 per share on the Development & Enterprise Market of The Stock Exchange of Mauritius Ltd.

All other information and figures set out in the Prospectus remain unchanged. Should you have any query on the above, kindly contact the Transaction Advisor on investors@rogerscapital.mu.

The Board of VHCL would like to thank you for your continued support to the Company.

By order of the Board

Sharon Ah Lin
Company Secretary
13 October 2021

*This Communiqué is issued pursuant to DEM Rule 21 and the Securities Act 2005 and **should be read in conjunction with the Prospectus of the Company.** The board of directors of the Company accepts full responsibility for the accuracy of the information contained in this Communiqué.*

T: (+230) 206 1000 | **E:** investors@velogic-mu.com | **A:** Freeport Zone 7, Mer Rouge, Port Louis, 11607, Mauritius

www.velogic.net

a **Rogers** enterprise



SALIENT FEATURES OF THE LISTING

Company	Velogic Holding Company Limited
Listing	<p>The proposed admission to listing of the entire stated capital of the Company on the DEM, that is, 93,515,565 ordinary shares of no par value, through:</p> <ul style="list-style-type: none">• an introduction of 61,935,359 ordinary shares of the Company at an initial price of MUR 25.00 per share; and• an offer for sale of up to 31,580,206 ordinary shares of the Company at an initial price of MUR 25.00 per share. <p>The introduction and offer for sale are not subject to any cancellation provisions linked to subscriptions conditions or targets during the opening and closing periods, and eventually on the listing date. The Company undertakes to meet the DEM's requirements in terms of shareholding within 1 year of the listing date in line with DEM rule 1.2(i).</p>
The Offer	<p>Offer for sale of up to 31,580,206 ordinary shares of the Company of no par value at an initial price of MUR 25.00 per share, currently held by Amethis.</p>
Rationale of the Listing	<ul style="list-style-type: none">• To provide the Company with access to capital to finance its ambitious growth strategy;• To increase the marketability of the shares of the Company and stimulate their liquidity;• To allow members of the general public and other investors to participate in the future growth of the Company;• To enable the Company to operate in a sophisticated environment thereby enhancing its visibility on the local and international scenes; and• To provide an exit route to existing investors.
Why invest in Velogic	<ul style="list-style-type: none">• A proven track record;• Consistent positive financial performance over the years;• Significant future growth potential;• In addition to growth, regular dividend distribution over the past decade;• Strong focus on operational efficiency and rapid adoption of ESG frameworks;• Portfolio diversification opportunity to investors; and• Resilience of the logistics sector.
Description of the shares	<ul style="list-style-type: none">• MUR denominated shares;• Rights, privileges and conditions attached to shares are set out in section 6.7 of this document;• The ordinary shares shall be in registered form and the register shall be kept by the registrar and transfer office, MCB Registry and Securities Ltd; and• The ordinary shares shall be in either certificated or dematerialised form.
Opening date for subscription	19 November 2021
Closing date for subscription	03 December 2021
First day of trading	15 December 2021

4 THE LISTING AND THE OFFER

4.5 Calendar of Events

	2021
Approval of listing by the Board of Velogic	23 August
Pre-registration of the draft Admission Document (which also serves as prospectus) with the FSC	27 August
Application to the LEC for approval of the Application Document and the listing	22 September
Public notice of approval of the LEC	06 October
Start of analysts meetings and roadshows	18 October
Opening of subscription period	19 November
Closing of subscription period	03 December
Communication of outcome of Offer for Sale	On or about 15 December
First day of trading	15 December
Execution of Offer for Sale transactions on ATS	15 December
Settlement of Offer for Sale transactions through CDS	20 December

4.6 Application and Allotment

Applicants for the Offer for Sale should apply for the ordinary shares by filling in and signing the application form, provided as Appendix 6 in this document. The respective form must be returned to MCB Stockbrokers Ltd or any other licensed investment dealer not later than 3:00 pm on 03 December 2021. Acceptances are irrevocable and may not be withdrawn.

The Board of VHCL retains the right to define the allotment criteria and to allocate the ordinary shares in such a manner as it deems appropriate, including in the event of an over-subscription.

Applicants will be notified through their respective investment dealers.

4.7 Payment for the shares

Payment for the ordinary shares which are the subject of the Offer for Sale should be made through the sponsoring broker or your usual investment dealer. Furthermore, all transaction costs relating to the purchase of such shares will be borne by the buyer.

Appendix 6

Share subscription form

Velogic Holding Company Limited ('VHCL' or the 'Company'), is a public limited liability company incorporated in Mauritius under the Companies Act 2001 on 30 September 2004. It bears business registration number C06052816 and its registered office is situated at No. 5, President John Kennedy Street, Port Louis, Mauritius.

Offer for sale of up to 31,580,206 Shares at an initial price of MUR 25.00 per Share

APPLICATION FORM FOR THE OFFER FOR SALE

Applications may only be made by persons over 18 years old. However, a parent or guardian of a minor may apply for the benefit of the minor.

Allotment letters will be sent to the email address specified on the application form. All further notices required to be sent by the Company to shareholders shall be sent to the email address specified on the application form assigned to your CDS account.

To meet the requirements of the Financial Intelligence and Anti-Money Laundering Act 2002, the following documents should be attached with this application form.

Individual applicant/Joint applicant

- Certified True Copy ('CTC') of passport/National Identity Card
- CTC of current proof of address (utility bill, bank/credit card statement)
- PO Box Addresses are not acceptable
- CTC of a recent bank reference letter from a recognised banking institution which has known the person for at least 2 years
- Curriculum Vitae
- Signed Declaration of Source of Wealth
- Signed Declaration of Source of Funds

Corporate applicant:

- CTC of certificate of Incorporation
- CTC of the M, & A or Constitution (as may apply)
- CTC of recent certification of good standing (concerning companies incorporated more than 1 year)
- CTC of registers of Directors
- CTC of register of members
- CTC of latest financial profile/audited account/annual report
- CTC of board resolution approving the investment
- CTC of board resolution granting authority to its officers/signatories/employees to transact the business
- Signed Declaration of Source of Wealth
- Signed Declaration of Source of Fund
- Structure Chart
- List of Authorised Signatories
- CTC of passport/ National Identity Card, & current proof of address for at least two directors/signatories

The certifications must be done by:

- A member of any recognised professional qualification (lawyer/accountant/notary/actuary), or
- A member of the Judiciary or a senior civil servant, or
- A member of a regulated Financial Institution in Mauritius or equivalent jurisdiction (Director, or manager).

Your application may be rejected if relevant instructions are not complied with and if the documents mentioned above are not submitted together with your application form in respect of the Offer for Sale.

Ordinary shares allotted to an applicant will be transferred to the applicant's CDS account on 20th December 2021 provided that the applicant instructs its investment dealer to execute the purchase of shares on the Automated Trading System (ATS) of SEM on 15th December 2021 and makes payment of the full settlement amount and transaction fees to its investment dealer before 20th December 2021. A copy of the Application Form will be sent to the Investment Dealer specified by the applicant in Section 2 below.

APPLICATION FORM FOR OFFER FOR SALE

Please use **BLOCK LETTERS** to complete this form

SECTION 1A – INVESTOR DETAILS (INDIVIDUAL)

	PRIMARY INVESTOR	JOINT INVESTOR
--	-------------------------	-----------------------

Title:

Surname:

First name(s):

Marital Status:

Maiden Name:

Date of birth:

NIC/birth cert/passport:

Passport issuing country:

Passport expiry date:

Nationality:

Permanent address:

Mailing address (if different):

Telephone (home):

Telephone (mobile):

Telephone (office):

Occupation:

Email:

APPLICATION FORM FOR OFFER FOR SALE

Please use BLOCK LETTERS to complete this form

SECTION 1B – INVESTOR DETAILS (CORPORATE)

Corporate name:

Business registration number:

Company number:

Registered office:

Mailing address (if different):

Email:

SECTION 2 – INVESTMENT DETAILS

No. of ordinary shares applied for:

Investment amount:

CDS account number:

Investment Dealer who will execute the purchase of shares on the ATS:

SECTION 3 – APPLICANT ACCOUNT DETAILS

This section should be completed with the details of a Mauritian bank account by ALL applicants.

Bank:

Account holder:

Account number:

For dividend payments please select from one of the following options:

- Electronic transfer to the above bank account number
- Cheque

Note that this same account shall be credited for refund of monies in case of oversubscription or cancellation of the Offer for Sale.

SECTION 4 – DECLARATIONS

- 4.1 - I/We the undersigned agree to purchase the above mentioned ordinary share(s) and I/we agree to accept the same or lesser number of ordinary shares that may be allocated to me/us upon the terms and conditions of the Admission Document and in accordance with the Instructions and Conditions.
- 4.2 - I/We hereby acknowledge that I/we have received, read and understand the Admission Document and agree to be bound by the provisions contained therein and by the provisions of the Financial Intelligence and Anti-Money Laundering Act 2002, as may be amended from time to time. I/We acknowledge that we have taken independent professional advice in relation to this Admission Document.
- 4.3 - I/We represent and warrant that I/we have the necessary authority and power to purchase and hold the ordinary shares in accordance with this application form and have taken all necessary corporate action if applicable to approve such purchase and to authorise the person(s) signing this application form to bind me/us in accordance with the terms hereof.
- 4.4 - In accordance with anti-money laundering requirements I/we hereby consent to the Company and/or the licensed investment dealer making reasonable enquiries for the purpose of verifying the information disclosed herein and obtaining information about me/us. I/We certify that the monies being invested are not proceeds from illegal activities and that my/our investment is not designed to conceal such proceeds so as to avoid prosecution for an offence.
- 4.5 - I/We undertake to promptly notify the Company and the licensed investment dealer of any change in the information and/or details submitted in this application.
- 4.6 - I/We further understand and agree that dividend payments of the ordinary shares shall be credited as per prevailing instructions in section 3 of this application form.
- 4.7 - I/We understand that if a CDS account number is not specified in section 2 above or if the corresponding CDS Statement is not attached to this application, by signing this application form, I/we am/are expressly authorising the Sponsoring Broker to open a CDS Account as per sections 1 and 3 above. I/we undertake to provide any other documentation as may be requested by the Sponsoring Broker.
- 4.8 - I/We declare that all statements and declarations made in this application and any related documents submitted are true, correct and complete.
- 4.9 - I/We acknowledge and agree that all notices to be sent by the Company to shareholders will be sent to the email address provided in section 1 above. The email and mailing address provided herein shall supersede all previous addresses provided by me/us in respect of any ordinary shares issued on or before the date hereof.
- 4.10 - I/We agree to receive by e-mail at the e-mail address provided in section 1 above, all future corporate communication, including letters, circulars, Annual Reports, financial statements, notices of meetings, prospectus, listing documents and other corporate statutory documents and information, relating to the Company. I/We agree for our details provided in Sections 1 and 2 to be shared to the Registrar and Transfer Agent of the Company.
- 4.11 - I/We also agree to receive by e-mail, notifications from the Company advising me/us that corporate communication have been posted on the Company's website and can be viewed thereon.
- 4.12 - I/We may, at any time, revoke the consent contained herein by giving 5 days' notice in writing to the Company. I/We may, at any time, request in writing a hard copy of any corporate communication.
- 4.13 - I/We agree to bear the applicable brokerage/transaction fees involved in the purchase of the shares on offer.
- 4.14 - I/We agree that a copy of my/our Application Form be sent to the Investment Dealer specified in Section 2 above.

Signature:

Capacity:

Name:

Date: