

FURTHER ADMISSION DOCUMENT AND
PRIVATE PLACEMENT MEMORANDUM

Ascencia Ltd

(Incorporated and registered in Mauritius under the Companies Act 2001
on 28 June 2007 with registration number 72304)

In respect of an issue of 471,784 ordinary shares of no par value at an issue price of Rs 1,128 per share, totalling Rs 532m, out of which:

- (i) 387,564 ordinary shares of no par value will be issued against cash and
- (ii) 84,220 ordinary shares of no par value will be issued as a consideration for assets provided to the Company.

The closing date for the subscription of the above mentioned shares shall be on 31st January 2011.

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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 Stock Exchange of Mauritius Ltd.

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.

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Neither the Listing Executive Committee (LEC) of The Stock Exchange of Mauritius Ltd (SEM) nor the Financial Services Commission (FSC) assumes any responsibility for the content of this Further Admission Document and Private Placement Memorandum. The LEC and the FSC 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.

9 December 2010

DECLARATION BY DIRECTORS

This document is not an invitation to the public to subscribe for ordinary shares in Ascencia Ltd (hereafter referred to as "Ascencia" or "the Company" or "the Property Company") but is issued in compliance with the rules for the Development & Enterprise Market Companies for the purpose of giving information to prospective shareholders of the Company.

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The Directors of Ascencia, whose names appear in Section 2.6 collectively and individually, accept full responsibility for the contents and completeness of this Further Admission Document and Private Placement Memorandum. They furthermore declare that to the best of their knowledge and belief, and after having made reasonable inquiries, the Further Admission Document and Private Placement Memorandum complies, where applicable, with the DEM Rules, the Companies Act 2001, the Securities Act 2005 and to Regulations made under these Acts.

The Directors also confirm that they have no potential conflicts of interest between their duties to the Company and their private interests or any other duties.

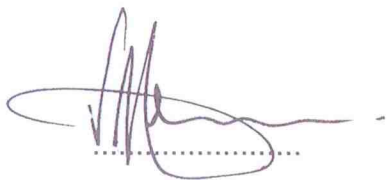
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The Directors, after having made due and careful enquiry, are of the opinion that the working capital available to the Company will be sufficient for its present requirements, that is for at least twelve months from the date of admission of its securities.

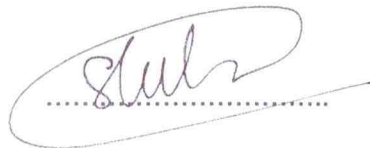
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The Directors certify that other than the Rs 70m of new equity raised in October 2010, no significant change in the financial or trading position has occurred since the financial year ended 30 September 2010.

Approved by the Board of the Company on 9 December 2010 and signed on its behalf by:



Director



Director

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GLOSSARY

Ascencia or The Company or The Property Company	Ascencia Ltd, formerly IOPC, a public company incorporated in Mauritius bearing registration number 072304
CCP	Centre Commercial de Phoenix
CDS	The Central Depository, Clearing and Settlement System Co Ltd
Cim Property Fund Management Ltd or the Management Company	The Management Company of Ascencia Ltd, a public company incorporated in Mauritius, bearing registration number 077743
CMH	Compagnie Mauricienne d'Hypermarchés Limitée, a public company incorporated in Mauritius bearing registration number 11275
DEM	The Development & Enterprise Market of the Stock Exchange of Mauritius Ltd
Foresite	Foresite Limited, the Property Manager of the Company, a private company incorporated in Mauritius, bearing registration number 2845
FPHL	Foresite Property Holding Ltd, a private company incorporated in Mauritius, bearing registration number of 25317
GLA	Gross Lettable Area
Grapnel	Grapnel Property Group (Pty) Ltd, a company incorporated in South Africa
IOPC	Indian Ocean Properties Company Ltd, now Ascencia Ltd
MUR or Rs	Mauritian Rupees
NAV	Net Asset Value
RCL	Rogers and Company Limited, a company incorporated in Mauritius, bearing registration number 706
SEM	The Stock Exchange of Mauritius Ltd
Sqft	Square feet
Sqm	Square metres

THE SECURITIES LISTED

An application by Ascencia was made on 12 November 2010 for the admission of 471,784 ordinary shares of no par value of Ascencia on the Development & Enterprise Market ("DEM"). Permission has been granted by the Listing Executive Committee of the Stock Exchange of Mauritius Ltd ("SEM") on 9 December 2010 for the admission of 471,784 ordinary shares of no par value of Ascencia.

SECTION 1: THE OFFER

1.1 FEATURES OF THE OFFER

The Company	: Ascencia Ltd
The Fund Manager	: Cim Property Fund Management Ltd
The Property Manager	: Foresite Ltd
Base Currency	: MUR
Fund Size at 30 September 2010	: Rs 1.6bn/USD 52m
Net Asset Value at 30 September 2010	: Rs 981m
The Offer	: 471,784 ordinary shares at no par value
Offer Price	: Rs 1,128 per share
Target Investors	: Institutional and sophisticated investors
Subscription Amount	: Rs 532,172,352
ISIN Code	: MU0259I0005
Opening date	1 January 2011
Closing date	31 January 2011
Exchange rate as at 30/09/2010	Rs31/ \$

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In a cautionary announcement issued on the 12 November 2010, the Company informed the public and its shareholders of its intention to raise new equity capital to finance the acquisition of the properties described in Sections 1.2 and 1.3 of this document. In this respect, the Company intends to issue 471,784 ordinary shares of no par value at an issue price of Rs 1,128 per share totalling Rs 532m, out of which:

- (i) 387,564 ordinary shares of no par value will be issued against cash and
- (ii) 84,220 ordinary shares of no par value will be issued as a cash consideration for assets provided to the Company.

The Offer price is based on the average market price over the past 2 months to 31 October 2010, i.e. 1,128.

1.2 USE OF PROCEEDS

ch 2_24.2. The total proceeds from the Offering are estimated to be Rs 532m, based on the Offer Price of Rs 1,128 per share.

ch2_5.2.3 The intended application of the total proceeds from the Offering is for the acquisition of prime properties which will improve the portfolio diversification and enhance the capital growth of the Company.

1.3 OVERVIEW OF THE PROPOSED ACQUISITIONS

Ascencia has carried out a review of potential areas of future acquisitions based on the current market trends and conditions. The Company intends to acquire properties which will not dilute the targeted yield significantly. Additionally, the Management has stated its desire to acquire properties in the office segment as part of its diversification strategy. It is Ascencia's strategy to grow its portfolio with a variety of assets in order to mitigate its business risks and in line with its low risk approach to acquisition.

1.4 NAV RECONCILIATION

The table below shows the movements, which reconcile the NAV of the latest financial period, and the value on which the offer price is based on.

Sch 2_26.3.1 / 26.3.2	NAV at 30 September 2010 (Rs 000)	980,745
	Number of shares as at 30 September 2010	814,581
	NAV per share as at 30 September 2010 (Rs)	1,204
	Share price as at 31 October 2010 (Rs)	1,130
	Offer price (Rs)	1,128

SECTION 2 :COMPANY INFORMATION

2.1 ABOUT ASCENCIA

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The Company was incorporated on 28 June 2007 as a private company under the Companies Act 2001. On 29 August 2008, the Company changed its name from Indian Ocean Properties Company Ltd ("IOPC") to Ascencia Ltd. On the same day, the Company also changed its status from a private company to a public company. Ascencia is registered in Mauritius and bears the registration number 72304. The registered office of the Company is No 5, President John Kennedy Street, Port-Louis, Mauritius. The Company was listed on the DEM on 23 December 2008. As at 30 September 2010, Ascencia had 163 shareholders.

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The principal activity of the Company is to invest in real estate properties and property development projects. In line with this rationale, several properties belonging to RCL were transferred to the Company. Ascencia also acquired additional properties, namely the Centre Commercial de Riche Terre, the Centre Commercial de Phoenix and retail lots Spar Orchard, Spar Manhattan and Spar Windsor from Compagnie Mauricienne d'Hypermarchés Ltée ("CMH").

With a property asset base of Rs 1.6bn, Ascencia provides a unique opportunity for investment in a new asset class with its equity ownership opened to the general public and other investors. An amount of Rs 308m was raised through a capital raising exercise in January 2009. The proceeds were used to repay the bridging finance loan contracted to purchase the properties of CMH.

On 26 March 2010, the Company informed the public and its shareholders of its re-development project at Centre Commercial de Phoenix ("CCP"). The total costs for the re-development project amounted to Rs250m, out of which Rs 140.9m has been financed through an issue of 138,097 ordinary shares of no par value and at an issue price of Rs 1,020 each. On the 8 April 2010, the Stock Exchange of Mauritius approved the issue and listing of these shares on the DEM. The equity capital was raised in two equal parts so as to meet payment requirements of the Company's main contractor. The first 50% was raised in September 2010 and the remaining balance was raised in October 2010.

The closing date for the subscription of the above mentioned shares shall be on 31st January 2011.

2.2 OBJECTIVES OF THE COMPANY

The objectives of the Company are to provide dividend income and long term capital gain to its shareholders. The Company shall do so by acquiring properties that provide both rental income and potential for growth in value. According to its investment policy, the Company may invest up to 20% and 10% of its portfolio in new real estate projects to be developed in Mauritius and abroad respectively.

2.3 CORPORATE INFORMATION

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AUDITORS

Messrs BDO De Chazal Du Mée
10, Frère Félix de Valois Street
Port Louis, Mauritius

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COMPANY SECRETARY

Tioumitra Panday Woogra Maharahaje
Rogers and Company Limited
No.5, President John Kennedy Street
Port Louis, Mauritius

COMPANY BANKERS

The Mauritius Commercial Bank Ltd
Sir William Newton Street
Port Louis, Mauritius

State Bank of Mauritius Ltd
State Bank Tower
1 Queen Elizabeth II Avenue
Port Louis, Mauritius

COMPANY NOTARY

Me Didier Maigrot
Labama House
Sir William Newton Street
Port Louis, Mauritius

2.4 THE PORTFOLIO OF PROPERTIES

The portfolio of the Company as at 30 September 2010 consisted of the following investment properties:

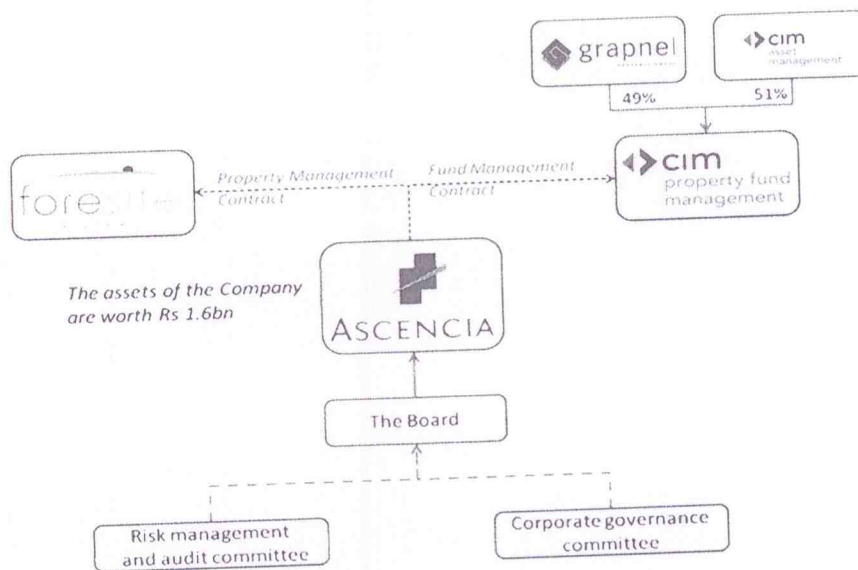
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Building	Location	Main Purpose	Surface area (sqft)	Value as at 30 Sep 10 (Rs 000)
Les Cascades	Edith Cavell Street Port Louis	Office	51,126	167,340
Harbour Front	John Kennedy Street Port Louis	Commercial	7,120	74,104
Manhattan	Edith Cavell Street Port Louis	Office	27,160	81,117
Riche Terre Industrial Park	Rogers Industrial Park, Riche Terre, Port Louis	Industrial	165,334	163,078
Centre Commercial de Riche Terre	Centre Commercial Riche Terre	Commercial	135,712	540,298
Centre Commercial de Phoenix	Centre Commercial Phoenix	Commercial	175,033	517,844
Spar Orchard	Orchard Centre, Quatre Bornes	Commercial	18,170	34,750
Spar Manhattan	Manhattan Leisure Centre, Curepipe	Commercial	10,043	21,425
Spar Windsor	Windsor Complex, Beau Bassin	Commercial	10,280	19,365
Paille en Queue Court Lot 68	President John Kennedy Street , Port Louis	Commercial	1,356	14,838
Actual property portfolio value			601,334	1,634,159

2.5 THE ORGANISATIONAL STRUCTURE

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The chart below depicts the management companies and the sub-committees of Ascencia.



THE MANAGEMENT COMPANIES

1. CIM Property Fund Management Limited

CIM Property Fund Management Limited has been incorporated to act as the management company of Ascencia. It intends to build on the expertise of its shareholders, namely CIM Asset Management Ltd and Hercules Consulting Limited/Grapple, in the property sector to manage the Company efficiently. It advises on the acquisition, development and disposal of assets of the Company and to negotiate the financial obligations of these engagements. Cim Property Fund Management Limited is also responsible for the formulation and implementation of investment, management, financial and marketing strategies and to provide accounting and other administrative services to the Company.

Cim Asset Management Ltd

Cim AM, incorporated in 1992 and licensed by the Financial Services Commission ("FSC"), currently manages a portfolio of assets of Rs 22.6 billion. It offers investment capabilities across all major asset classes, including equity and fixed income designed for private clients, financial intermediaries and institutional investors both on local and international levels. It is also in partnership with Banque de Luxembourg, St James Place and India's Kotak Mahindra Bank. Cim AM holds a Foreign Institutional Investor License delivered by the Securities and Exchange Board of India and is able to offer investment services directly on the Indian Market.

Grapnel Property Group (Pty) Ltd

Grapnel is a well-established and respected property company based in Johannesburg with approximately 15 years specialist expertise in property fund and asset management as well as investing and developing commercial properties in South Africa. Grapnel which conceived and assembled the first specialised listed property fund in South Africa focussing exclusively on the hotel and leisure sector, has been jointly involved in the creation of Ascencia along with CIM AM. Grapnel brings a wealth of knowledge and experience to the Company in terms of investment and financial strategies to be adopted and implemented.

2. Foresite Limited

Foresite Limited ("Foresite") is a wholly owned subsidiary of RCL. Foresite currently manages a property portfolio of more than Rs 2.5 billion, including Ascencia's portfolio of assets. Foresite provides property management services including commercial management, property investments, project management and development management. It is also responsible for the collection of rent, repairs and maintenance and cleaning services.

THE SUB-COMMITTEES

In September 2009, the board of Ascencia Ltd resolved to set up a risk management and audit committee and a corporate governance committee.

1. The risk management and audit committee

Chairman – Ziyad Bundhun

Member – Andre Tait, Cheong Shaow Woo (Marc) Ah Ching

Co-opted member – Jean Pierre Claudio Lim Kong

The main objectives of the risk management and audit committee are to assist the Management in discharging its duties in respect of safeguard of the Company's assets and ensure the existence of adequate internal control systems and processes. It also reviews the financial publications made by the Company and will monitor the performance of the external auditors.

2. The corporate governance committee

Chairman – Jacques de Navacelle

Members – Ziyad Bundhun, Sanjiv Mihdidin, Andre Tait

The Corporate Governance Committee is responsible for making recommendations to the Board on matters relating to the governance of the Company and it also serves as remuneration and nomination committees. The Corporate Governance Committee is presently considering the appointment of independent directors and the implementation of a process for evaluating the performance of the Board and the directors as required by the Code.

2.6 DIRECTORS INFORMATION

Surname	Name	Address	Title	Current Employer
Espitalier-Noel	Philippe	76, Chemin de L'Indigo, Morcellement Hillside, Butte aux Papayes, Labourdonnais, Mapou	Chairman	Rogers and Company Limited
Bundhun	Ziyad	66, Gentilly Estate , Moka	Director	MCB Capital Partners Ltd
Ah Ching	Cheong Shaow Woo	8, Bungalow Complex Calodyne St Francois, Cap Malheureux	Director	Rogers and Company Limited
De Navacelle	Jacques	Royal Road, Cap Malheureux	Director	Mauritius Union Assurance Ltd
Heberden	Vaughan	36, Domaine de Bon Espoir, Piton	Director	Cim Financial Services Group
Mihdidin	Sanjiv	103 St Paul Road, Phoenix	Director	Rogers and Company Limited
Tait	Andre	Villa Bel Azur, Coastal Road, Trou-aux-Biches	Director	Cim Financial Services Group

Source: Management

The powers of the Directors are set out in the Constitution of the Company and are governed by the Companies Act 2001. None of the Directors has any material direct interest in the shares of the Company, nor do they derive any remuneration from the Company. Further, Ascencia does not have any employees.

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Philippe Espitalier Noel, Chairman and Non - Executive Director since 2007

Born in 1965, he holds a BSc in Agricultural Economics from the University of Natal in South Africa and an MBA from the London Business School. He worked for CSC Index in London as a management consultant from 1994 to 1997. He joined Rogers in 1997 and was appointed Chief Executive Officer in 2007.

Other directorships in listed companies: Air Mauritius Ltd and Rogers and Company Limited

Ziyad Bundhun, Non - Executive Director – appointed in 2009

Born in 1964, he is a member of the Institute of Chartered Accountants in England and Wales since 1990. He started his career with Deloitte & Touche in the Middle-East and moved to Ernst & Young in Mauritius in 1993. He joined the international trust services Mutual Trust Group in 1998 and founded the Mauritius office of international audit and consulting group, Mazars in 2002 before joining the Corporate Banking division of The Mauritius Commercial Bank in 2005. He was subsequently appointed Managing Director of MCB Capital Partners Ltd in 2007.

Other directorships in listed companies: none

Cheong Shaow Woo Ah Ching, Non - Executive Director since 2007

Born in 1967, he is a member of the Chartered Institute of Management Accountants (CIMA) and Chartered Institute of Bankers UK (ACIB). He started his career with Credit du Nord in London and moved to Nedbank group in Mauritius in 1998. He joined Rogers and Company Limited (Rogers) in January 2005 as Managing Director – Finance for the Tourism and Logistics services sectors and was subsequently appointed Chief Finance Executive of Rogers in 2007.

Other directorships in listed companies: none

Jacques de Navacelle, Non - Executive Director – appointed in 2009

Born in 1946, he holds a *Maîtrise* in philosophy, *Diplômé* of the Institut Technique de Banque. He started a banking career in Paris in 1971. He joined Barclays Bank in 1978 where he worked for twenty years, occupying various managerial positions with increasing responsibilities within the bank in Europe. In 1998, he was appointed Managing Director of Barclays Bank PLC, Mauritius. He joined the Mauritius Union Assurance Co. Ltd in 2005 as Chief Executive Officer and was subsequently appointed as Managing Director in 2006. He is currently Chairman of Transparency Mauritius, Compagnie de Beau Vallon Ltee and La Prudence Mauricienne Assurances Ltee.

Other directorships in listed companies: United Basalt Products Ltd, Harel Frères Ltd, Omnicane, and Southern Cross Tourist Company Limited.

Vaughan Heberden, Non - Executive Director since 2008

Born in 1960, Vaughan was educated at St John's College, Johannesburg and holds BA and LLB degrees from the University of Witwatersrand. Vaughan has 20 years' experience at senior level in the financial services sector of major South African and international financial institutions. He began

his career as a legal adviser at the Anglo American Corporation, later moving to financial services, specifically insurance and investment. Vaughan was a director at UAL Investment Planning Services (Pty) Ltd, CEO of London & Dominion Trust (Pty) Ltd and of the Private Banking arm of the First Rand Group and director of Barclays International and Private Banking for Southern & East Africa and has served on the boards of trust companies in the Channel Islands. Vaughan joined Cim in January 2008 and took up the position of Chief Executive in April 2008.

Other directorships in listed companies: none

Sanjiv Mihdidin, Non - Executive Director since 2007

Born in 1970, he holds a Btech (1st class Hons) in Civil Engineering, an Msc (Distinction) in Environmental Engineering and an MBA Finance. He is also a registered professional Engineer and a graduate member of the Institute of Civil Engineers, UK. Sanjiv also followed the Property Development Programme of the Graduate Business School, University of Cape Town. He started his career as a Consulting Engineer, followed by a Development Management position in an Investment Institution. Sanjiv joined Rogers and Company Limited in 2004 and launched Foresite Property in August 2008. He was appointed Chief Executive Officer of Foresite Property in October 2010.

Other directorships in listed companies: none.

Andre Tait, Non - Executive Director since 2009

Born in 1957, he holds a B.Com, an MBA (cum laude) and is a Fellow member of the Chartered Institute of Management Accountants. He has almost 30 years of financial services experience in the insurance (general and life) and asset management arena in the South African and Namibian markets, which includes property management, retirement annuity funds, medical schemes, provident and pension funds. Over those years he served in various roles as chief financial officer, company secretary, head of business development, director and trustee for various business units within the PPS Group in South Africa and Namibia. He joined Cim Group as Chief Executive – Insurance and Investments in July 2008 and is a director/ trustee of various operating units within and outside of the Cim Group in Mauritius and South Africa.

Other directorships in listed companies: none

2.7 SENIOR MANAGEMENT PROFILE

Damien Mamet, Managing Director of Cim Property Fund Management Ltd

Born in 1977, he is a member of the Institute of Chartered Accountants in England & Wales (ICAEW). He started his career with Ernst & Young in London in 1999 and moved to BDO De Chazal du Mee in Mauritius in 2003. He joined PricewaterhouseCoopers in 2006 as Manager of Corporate Finance and was appointed Managing Director of Cim Property Fund Management Ltd in 2009.

Other directorships in listed companies: none

2.8 SHAREHOLDINGSch
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(a)(b)(c)**(a) Share capital**

On incorporation, the stated capital of the Company was composed of one ordinary share of Rs 1,000. As at 30 September 2008, Ascencia had 431,356 ordinary shares of no par value issued to Rogers in consideration for the properties transferred to the Company.

On 14 October 2008, Paille en Queue Commercial Lot 68 was transferred from Rogers to Ascencia in exchange for 11,849 additional ordinary shares. The total share capital then stood at 443,206 ordinary shares of no par value, totalling Rs 443,206,000.

As at 30 March 2009, the total proceeds from the capital raising amounted to Rs 308,371,500 and 302,325 ordinary shares of no par value at an issue price of Rs 1,020 were issued.

As at 30 September 2009, the total share capital of the Company amounted to Rs 751,577,500 and the total number of ordinary shares issued was 745,531.

As at 30 September 2010, the total proceeds from the capital raising amounted to Rs 70,431,000 and 69,050 ordinary shares of no par value at an issue price of Rs 1,020 were issued.

As at 31 October 2010, the total proceeds from the capital raising amounted to Rs 70,427,940 and 69,047 ordinary shares of no par value at an issue price of Rs 1,020 were issued.

As at the date of publication of this Further Admission Document and Private Placement Memorandum, the Company did not have any convertible debt in issue and has not entered into any subscription warrant arrangements or other arrangements, which oblige or may oblige the Company, to buy back issued shares.

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Issued and Fully Paid Share Capital	No. of shares	Rs (m)
Share capital at 28 June 2007	1	-
Issue of shares for RCL properties	431,356	431
At 30 September 2008	431,357	431
Share capital at 01 October 2008	431,357	431
Issue of shares for Paille en Queue Lot 68	11,849	12
Issue of shares further capital raising	302,325	308
At 30 September 2009	745,531	752

Share capital at 01 October 2009	745,531	752
Issue of shares for CCP	69,050	70
At 30 September 2010	814,581	822
Share capital at 01 October 2010	814,581	822
Issue of shares for CCP	69,047	70
At 31 October 2010	883,628	893

(b) Movement in stated capital before and after the further issue

	Number of shares	Rs (m)
Ordinary shares as at 31 October 2010	883,628	893
Proposed further issue	471,784	532
Expected stated capital following the further issue	1,355,412	1,425

2.9 CURRENT SHAREHOLDERS

As at 30 September 2010, the main shareholders holding more than 5% of the Company's share capital were Foresite Property Holding Ltd (70%), the Rogers Money Purchase Retirement Fund (6.8%), MCB Equity Fund (6.8%) and Cim Insurance (6.8%).

2.10 DILUTION EFFECT

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Upon approval by the SEM, a total number of up to 471,784 ordinary shares of no par value will be issued. The table below shows the dilution effect on existing shareholders.

Shareholders	Pre-issue	Post- issue
FPHL	70.0%	64.0%
RMPRF	6.8%	6.5%
MCB Equity Fund	6.6%	4.3%
Cim Insurance	6.8%	4.4%
MUA	3.2%	2.1%
Others	6.6%	18.7%
Total	100.0%	100.0%

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SECTION 3: RISK FACTORS

The Directors draw attention to the following risks:

1. Risks pertaining to the Company

▪ Property market risk

Given that the Company will invest exclusively in property, the risks commonly associated with property investment apply, namely:

- a general downturn in the property market in Mauritius affecting demand for rentals and properties;
- failure of purchasers or tenants to meet their financial obligations;
- failure to achieve future assets sales plans; and
- occupancy rates of rented property lower than expected.

▪ Availability of investments

One of the challenges of the Management Company will be to identify and select suitable investments to be included in the portfolio of assets. Through new acquisitions and future property investments, the Management Company shall need to combine the right characteristics of price and location. Moreover, a strategy to diversify assets locally or regionally may increase investment opportunities.

2. Risks pertaining to potential investors

▪ Performance of wider economy

The performance of the economy as a whole directly affects demand of property by tenants. A booming economy implies prospering businesses and a willingness to invest. Such activity should drive demand for property.

Any downturn in the economy, however, may have the reverse effect and negatively impact the Company's performance.

▪ Equity market risk

This is the general risk, inherent to all investments. No guarantee is or can be given that equity prices will move in line with the economic fundamentals and performance of the Company.

▪ **Interest rate risk**

Interest rate risk is the risk that interest rates may be adjusted in a way that is detrimental to the investor. In general, as interest rates rise, the finance costs due on loans increase, hence higher cash outflows are required for servicing of loans by indebted entities. As at 30 September 2010, the Company had Rs 642m of debts and is likely to carry some debts in the future. Higher interest rates will reduce the level of profits available to the Company for distribution to its shareholders.

▪ **Taxation issues**

Any increase in land transfer tax and/or registration duties may affect the decision of selling and/ or acquiring properties as it will be more costly to do so.

SECTION 4: ADDITIONAL INFORMATION

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4.1 MATERIAL CONTRACTS

Fund Management Agreement

On 27 June 2008, the Company signed a Fund Management Agreement with Cim Property Fund Management Ltd to provide management services to the Company. The responsibilities of the Management Company include, amongst others:

- to advise on the acquisition, development and disposal of assets by the Property Company; and
- to negotiate the financial obligations of these engagements.

The Management Company shall also be responsible for the formulation and implementation of investment, management, financial and marketing strategies. It shall also provide accounting and other administrative services to the Company.

Property Management Contract

On 29 August 2008, the Company signed a Property Management Contract with Foresite for the provision of services in relation to the management and general maintenance of the buildings owned by the Company. Other services also include rent collection and the handling of landlord/tenant matters. Foresite (previously the Rogers Property Department) has been property manager of Ascencia's properties even prior to the formalisation of the property management contract. The staff of Foresite is well acquainted with the properties.

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4.2 CONSTITUTION AND RIGHTS ATTACHED TO THE SHARES

The new Constitution of the Company was adopted by shareholders on 6 November 2008.

- **Objects:** The main object of the Company is to acquire, invest in and hold rights of ownership (both freehold and leasehold) in real estate (including shares or other asset backed securities) and to sell, deal in, vary or dispose of any of the above.
- **Board of Directors:** The Company will be represented and administered by a Board of Directors, consisting of between four and eight directors. Decisions will be adopted by a simple majority provided there is a quorum. The Board of Directors will be responsible for the appointment of the Management Company and of the Property Manager.

- **Shareholders' Meeting:** The shareholders shall be convened to a general meeting every year after the closure of books and records of the Company. The quorum for such meeting shall consist of at least three members and those present shall hold at least forty percent of the issued share capital of the Company. Further, the Board of Directors shall convene a special meeting of shareholders as it thinks fit.
- **Variation of rights:** If, at any time, the share capital of the Company is divided into different classes of shares, the Company shall not take any action which varies the rights attached to a class of shares unless that variation is approved by a special resolution, or by consent in writing of the holders of seventy five percent of the shares of that class.

The key rights attached to the shares are summarised below:

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- **Dividend rights:** Any distribution of dividends will be a minimum of seventy-five percent of the profits available for distribution subject to the Solvency Test being satisfied. The Company may declare dividends in general meeting or in any other members meeting. The Directors may from time to time pay to the members such dividends, so long as they are justified by the profits of the Company.
- **Voting rights:** Each share shall carry one vote. Ordinary resolutions put to vote at a general meeting may be approved by a single majority of votes. In case of equality of votes, the Chairperson of the meeting shall be entitled to a casting vote.
- **Winding up:** In case of winding up, the proceeds from the sale of the Company's assets shall be used to repay the Company's debts and other liabilities, including the costs of liquidation. Any surplus remaining shall then be distributed amongst the Company's shareholders in proportion to their respective holdings.
- **Buy back:** The Company may purchase or otherwise acquire its shares in accordance with, and subject to, sections 68 to 74, 106, and 108 to 110 of the Companies Act 2001 and may hold the acquired Shares in accordance with section 72 of the Companies Act 2001.

Sch2_25.3

- The shares are in registered form and are freely transferable.

4.3 ADMISSION COSTS

Sch 2_29

The estimated admission cost amounts to Rs 25,000, which represents the application fee to be paid to the SEM for the further issue of securities.

4.4 SUPPLEMENTARY INFORMATION

Governmental, Legal or Arbitration Proceedings

Sch
2_19.6

There are no governmental, legal or arbitration proceedings against the Company, which would have significant effects on the Company's financial position or profitability.

Third Party Information

Information gathered from independent parties has been accurately reproduced. As far as the Company is aware, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Mortgages and Charges

As at 30 September 2010, the Company had borrowings on which floating charges on the assets of the Company have been secured by the Company's bankers.

Contingent Liabilities

As at 30 September 2010, the Company had no contingent liabilities.

SECTION 5: FINANCIAL STATEMENTS EXTRACTS

Sch
2_19.4.1/
19.1 /
19.2

INCOME STATEMENT - YEAR ENDED SEPTEMBER 30, 2010

	Audited Year ended September 30, 2010 Rs 000	Audited Year ended September 30, 2009 Rs 000	Audited Year ended September 30, 2008 Rs 000
Revenue			
Rental income	160,075	156,718	37,553
Other income	1,344	4,758	1,841
	161,419	161,476	39,394
Expenses			
Operating expenses	(31,163)	(26,770)	(2,690)
Administrative expenses	(15,895)	(11,802)	(3,459)
Finance costs	(47,285)	(60,963)	(23,647)
	(94,343)	(99,535)	(29,796)
Net gain in fair value adjustment	79,976	84,679	-
Profit before tax	147,052	146,620	-
Taxation	(2,547)	(16,652)	-
Profit for the year	144,505	129,968	9,598
Earnings per share	193.63	216.26	22.00

STATEMENT OF COMPREHENSIVE INCOME - YEAR ENDED SEPTEMBER 30, 2010

	Audited Year ended September 30, 2010 Rs 000	Audited Year ended September 30, 2009 Rs 000	Audited Year ended September 30, 2008 Rs 000
Profit for the year	144,505	129,968	9,598
Other comprehensive income	-	-	-
Total comprehensive income for the year	144,505	129,968	9,598

STATEMENT OF FINANCIAL POSITION - SEPTEMBER 30, 2010

	Audited Year ended September 30, 2010 Rs'000	Audited Year ended September 30, 2009 Rs'000	Audited June 28, 2007 to September 30, 2008 Rs'000
ASSETS			
Non-current asset			
Investment properties	1,634,159	1,401,800	1,319,815
Current assets			
Trade and other receivables	28,853	37,695	34,433
Cash and cash equivalents	2,496	8,975	2,179
	31,349	46,670	36,612
Total assets	1,665,508	1,448,470	1,356,427
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	822,009	751,578	431,357
Retained earnings	158,736	63,436	9,598
Total equity	980,745	815,014	440,955
LIABILITIES			
Non-current liability			
Deferred tax liabilities	9,627	12,000	-
Borrowings	570,000	400,000	400,000
	579,627	412,000	400,000
Current liabilities			
Borrowings	71,648	129,052	475,727
Trade and other payables	28,568	30,272	39,745
Current tax liability	4,920	4,652	-
Proposed dividend	-	57,480	-
	105,136	221,456	515,472
Total equity and liabilities	1,665,508	1,448,470	1,356,427

STATEMENT OF CASH FLOWS - YEAR ENDED SEPTEMBER 30, 2010

	Audited Year ended September 30, 2010 Rs 000	Audited Year ended September 30, 2009 Rs 000	Audited Year ended September 30, 2008 Rs 000
Net cash flow from operating activities	69,861	49,289	6,451
Net cash flow used in investing activities	(152,682)	(4,190)	(1,311,356)
Net cash flow from / (used in) financing activities	86,746	(1,628)	1,211,357
Net increase in cash and cash equivalents	3,925	43,471	(93,548)
Opening cash and cash equivalents	(50,077)	(93,548)	-
Closing cash and cash equivalents	(46,152)	(50,077)	(93,548)

STATEMENT OF CHANGES IN EQUITY - YEAR ENDED SEPTEMBER 30, 2010

	Share capital Rs 000	Retained earnings Rs 000	Total Equity Rs 000
At June 28, 2007			
Issue of share capital	431,357	-	431,357
Total comprehensive income for the year	-	9,598	9,598
Dividends	-	-	-
Balance at September 30, 2008	431,357	9,598	440,955
At October 1, 2008	431,357	9,598	440,955
Issue of share capital	320,221	-	320,221
Total comprehensive income for the period	-	129,968	129,968
Dividends	-	(76,130)	(76,130)
Balance at September 30, 2009	751,578	63,436	815,014
At October 1, 2009	751,578	63,436	815,014
Issue of share capital	70,431	-	70,431
Total comprehensive income for the period	-	144,505	144,505
Dividends	-	(49,205)	(49,205)
Balance at September 30, 2010	751,578	115,174	980,745

