



(the "Company")

NOTICE OF ANNUAL MEETING

Notice is hereby given that the Annual Meeting of Shareholders of Gamma-Civic Ltd will be held at the Hilton Mauritius Resort & Spa, Wolmar, Flic en Flac, Mauritius, on Friday 26 May 2017 at 9.00 a.m.

AGENDA

1. To acknowledge the auditor's report of Messrs Ernst & Young and the Company's Annual Report 2016.
2. *To consider and if thought fit to pass with or without modifications(s), the following resolution:*
"RESOLVED THAT the audited financial statements of the Group and the Company for the year ended 31 December 2016 be hereby adopted."
3. *To consider and ratify the following resolution:*
"RESOLVED THAT the payment of the interim and final dividend amounting to Rs0.90 per share, declared by the Board for the financial year ended 31 December 2016 be hereby ratified."
4. *To consider and if thought fit to pass with or without modifications(s), the following resolution:*
"RESOLVED THAT the hereunder persons, who retire as Directors of the Company by rotation, and being eligible, offer themselves for re-election, in accordance with the Company's Constitution, by way of separate resolutions, namely:
 - 4.1. Mr Clifford Fon Sing¹ ;
 - 4.2. Mrs Sui Lien Chong Ah-Yan² (also called Marie Claire Chong Ah-Yan)."
5. *To consider and if thought fit to pass with or without modifications(s), the following resolution:*
"RESOLVED THAT the hereunder persons, who were appointed to fill up a casual vacancy, be re-appointed as Directors of the Company, by way of separate resolutions, namely:
 - 5.1. Mr Geoffroy Dedieu³; and
 - 5.2. Mr Kune Foo Jean-Claude Lam Hung⁴ (also called Jean-Claude Lam Hung)."
6. *To consider and if thought fit to pass with or without modifications(s), the following resolution:*
"RESOLVED THAT Mr Aboo Twalha Dhunnoo⁵ (also called Twalha Dhunnoo) be appointed as a Director of the Company."
7. *To consider and if thought fit to pass with or without modifications(s), the following resolution:*
"RESOLVED THAT the composition of the Board of Directors to hold office until the conclusion of the next Annual Meeting, shall be as follows:
 - (a) Mr Chian Yew Ah Teck (also called Carl Ah Teck) – Executive Chairman;
 - (b) Mr Boon Hui Chan – Independent Director;
 - (c) Mr Chian Luck Ah Teck (also called Patrice Ah Teck) – Non-Executive Director;
 - (d) Mr Chian Tat Ah Teck (also called Tommy Ah Teck) – Non-Executive Director;
 - (e) Mr Clifford Fon Sing – Non-Executive Director;
 - (f) Mr Geoffroy Dedieu – Non-Executive Director;
 - (g) Mr Jean-Claude Lam Hung – Non-Executive Director;
 - (h) Mr Lim Sit Chen Lam Pak Ng (also called Maurice Lam) – Independent Director;
 - (i) Mr Paul Cyril How Kin Sang – Non-Executive Director;
 - (j) Mr Paul Halpin – Independent Director;
 - (k) Mrs Marie Claire Chong Ah-Yan – Non-Executive Director; and

(Please turn over)



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NOTICE OF ANNUAL MEETING (CONT'D)

- (l) Mr Twalha Dhunnoo – Executive Director.
8. *To consider and if thought fit to pass with or without modifications(s), the following resolution:*
"RESOLVED THAT the Board be authorised to fix the remuneration to be paid to the Directors for the year 2017, until the conclusion of the next Annual Meeting".
9. To take note that the Gamma Charter which was adopted by the Board and ratified by shareholders in 2014, has been reviewed. The Charter remains in line with the Companies Act 2001 and the new proposed National Code of Corporate Governance. The next review shall be undertaken in June 2018.
10. *To consider and if thought fit to pass with or without modifications(s), the following resolution:*
"RESOLVED that Messrs Ernst and Young be appointed as auditor of the Company to hold office until the conclusion of the next Annual Meeting and to authorise the Board of Directors to fix their remuneration."

Dated 19 April 2017

By order of the Board

Gamma Corporate Services Ltd
Company Secretary

Footnote 1-2: Kindly refer to section 7 of the Corporate Governance Report on the Directors' Profiles in the Annual Report.

Footnote 3: The profile of Mr Geoffroy Dedieu is set out below:

Geoffroy holds a DEA Business Law from Universite Pantheon-Assas, a LLM from the National University of Singapore and an MBA from INSEAD. After his studies, Geoffroy started his career as a corporate lawyer in Asia. He was previously the Managing Director at a top-5 Swiss bank in Singapore and he subsequently set up a single-family office holding company in the UK. He is an experienced family business manager with focus on the entrepreneurial family model. Geoffroy is also a Charter Member of the UK Chartered Institute for Securities & Investments and a Certified Financial Planner.

Footnote 4: The profile of Jean Claude Lam Hung is set out below:

Jean-Claude is a Fellow of the Institute of Chartered Accountants in England and Wales. He was awarded the Edward Billington Scholarship to read BA (Hons) Business Studies at Liverpool John Moores University. He graduated with a first class honours degree. From 1998 to 2009, he trained and qualified as a Chartered Accountant with Ernst & Young (London) before assuming senior manager and director roles at Deloitte (London) and BDO (London) respectively. In November 2009, he became a partner at Mazars LLP (London). From August 2012 to Oct 2015 he was the Group CFO of Gamma Civic Ltd and he is currently the Chief Executive Officer of CG Re (Africa) Ltd, an insurance broker company.

Footnote 5: The profile of Mr Twalha Dhunnoo is set out below:

Twalha holds a BA, MEng and MA (Cantab) from Cambridge University, and is also a fellow (FCA) of the Institute of Chartered Accountants for England & Wales (ICAEW). He started his career with Ernst & Young London in 1998, and left as an Audit Manager in 2004. Between 2004 and 2007, Twalha worked mainly in Financial Services with major global organisations, namely Mellon Bank and Deutsche Bank. During the last six years, he was the Chief Financial Officer and Executive Director of a bank in London.

Notes:

1. *Shareholders not being able to attend and vote at the Annual Meeting may appoint proxies to attend and vote on their behalf. The proxy needs not be a shareholder of the Company.*
2. *The instrument appointing a proxy or any power of attorney shall be deposited at the office of the Company, c/o Gamma Corporate Services Ltd, Royal Road, Chapman Hill, Beau Bassin, Mauritius, not less than twenty four hours before the day fixed for the meeting, failing which the instrument of the proxy or the power of attorney shall not be treated as valid.*
3. *A proxy form is available on the website www.gamma.mu and at the Company's registered office.*
4. *For the purpose of this Annual Meeting, the shareholders who are entitled to receive notice of the meeting shall be those shareholders whose names are registered in the share register of the Company as at 14 April 2017.*
5. *The minutes of the Annual Meeting held on 27 May 2016 are available for consultation by the shareholders at the office of the Company Secretary, Gamma Corporate Services Ltd, Royal Road, Chapman Hill, Beau Bassin, Mauritius, Tel: +230 403 8085/ 403 8099, upon prior written request made to the Company Secretary.*

Gamma

(the "Company")

Proxy Form

Dear Sir/Madam

I/We, _____ of

_____ being a shareholder of Gamma-Civic Ltd hereby appoint Mr/Mrs/Miss

_____, or failing him/her,

_____ of

_____ or

failing him/her, the Chairman of the meeting as my/our Proxy to vote for me/us at the Annual Meeting

of the Company to be held on Friday 26 May 2017 at 9.00 a.m. at the Hilton Mauritius Resort & Spa,

Wolmar, Flic en Flac, Mauritius and at any adjournment thereof in the manner indicated below.

	For	Against	Abstention
2 RESOLVED THAT the audited financial statements of the Group and the Company for the year ended 31 December 2016 be hereby adopted	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 RESOLVED THAT the payment of the interim and final dividend amounting to Rs0.90 per share, declared by the Board for the financial year ended 31 December 2016 be hereby ratified.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 RESOLVED THAT the hereunder persons, who retire as Directors of the Company by rotation, and being eligible, offer themselves for re-election, in accordance with the Company's Constitution, by way of separate resolutions, namely:			
4.1. Mr Clifford Fon Sing;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.2. Mrs Marie Claire Chong Ah-Yan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 RESOLVED THAT the hereunder persons, who were appointed to fill up a casual vacancy, be re-appointed as Directors of the Company, by way of separate resolutions, namely:			
5.1. Mr Geoffroy Dedieu; and	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2. Mr Kune Foo Jean-Claude Lam Hung (also called Jean-Claude Lam Hung)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 RESOLVED THAT Mr Twalha Dhunoo be appointed as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(Please turn over)



(the "Company")

PROXY FORM (CONT'D)

	For	Against	Abstention
<p>7 RESOLVED THAT the composition of the Board of Directors to hold office until the conclusion of the next Annual Meeting, shall be as follows:</p> <p>(a) Mr Chian Yew Ah Teck (also called Carl Ah Teck) - Executive Chairman;</p> <p>(b) Mr Boon Hui Chan – Independent Director;</p> <p>(c) Mr Chian Luck Ah Teck (also called Patrice Ah Teck) - Non-Executive Director;</p> <p>(d) Mr Chian Tat Ah Teck (also called Tommy Ah Teck) - Non-Executive Director;</p> <p>(e) Mr Clifford Fon Sing – Non-Executive Director;</p> <p>(f) Mr Geoffroy Dedieu – Non-Executive Director;</p> <p>(g) Mr Jean-Claude Lam Hung – Non-Executive Director;</p> <p>(h) Mr Lim Sit Chen Lam Pak Ng (also called Maurice Lam) - Independent Director;</p> <p>(i) Mr Paul Cyril How Kin Sang – Non-Executive Director;</p> <p>(j) Mr Paul Halpin – Independent Director;</p> <p>(k) Mrs Marie Claire Chong Ah-Yan – Non-Executive Director; and</p> <p>(l) Mr Twalha Dhunnoo – Executive Director.</p>			
<p>8 RESOLVED THAT the Board be authorised to fix the remuneration to be paid to the Directors for the year 2017, until the conclusion of the next Annual Meeting</p>			
<p>10 RESOLVED THAT Messrs Ernst and Young be appointed as auditor of the Company to hold office until the conclusion of the next Annual Meeting and that the Board of Directors be authorized to fix their remuneration.</p>			

Signed this _____ day of _____ 2017

Signature: _____

Notes:

A shareholder of the company entitled to attend and vote at this meeting may appoint a proxy of his/her own choice (whether a shareholder or not) to attend and vote on his/her behalf.

Please indicate with an "x" in the space provided above as to how you wish to cast your vote. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

The instrument appointing a proxy or any general power of attorney shall be deposited to the Company Secretary, Gamma Corporate Services Ltd, at the office of the Company, Royal Road Chapman Hill, Beau Bassin, Mauritius, not later than 24hr before the meeting, failing which the instrument of proxy or the power of attorney shall not be treated as valid.