

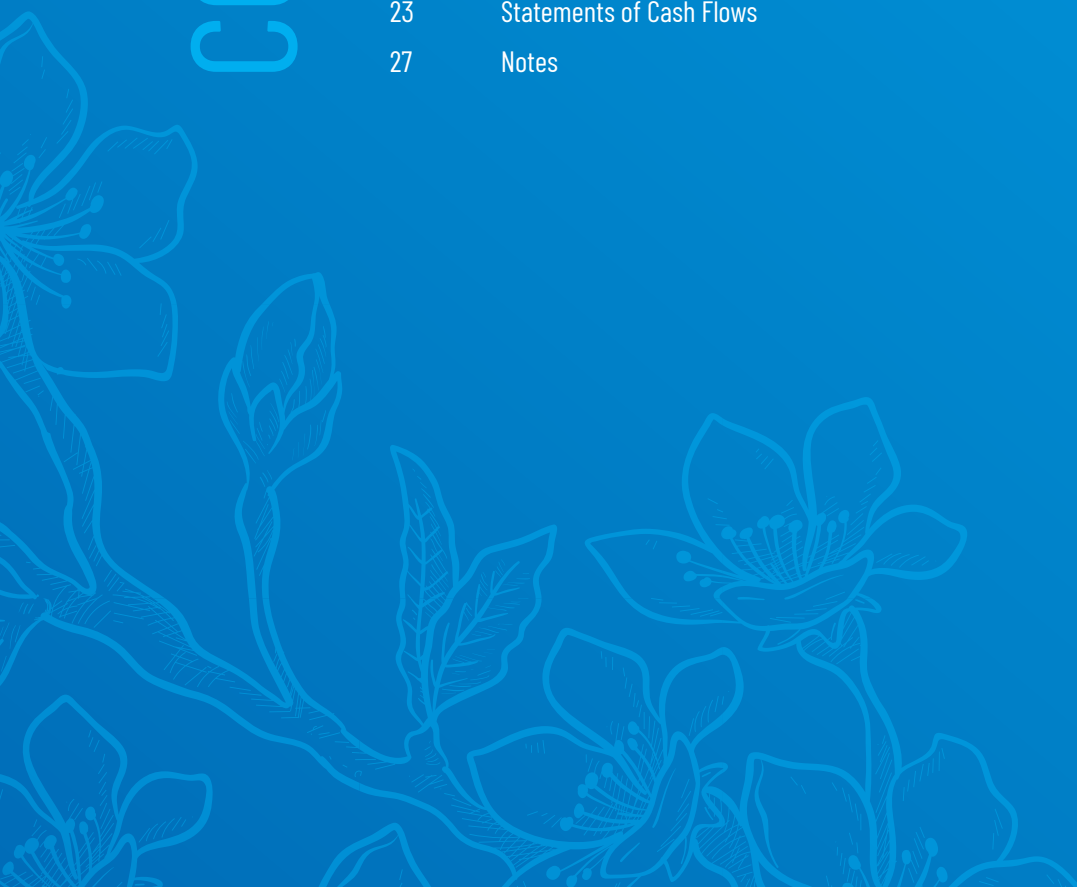


ANNUAL REPORT & FINANCIAL STATEMENTS 2025



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The directors are pleased to present the annual report together with the audited consolidated and separate financial statements of Happy World Property Ltd (the “Company”) for the year ended 30 June 2025.

While focusing on material matters, the report informs stakeholders about the governance, performance and strategy of the Company. It also provides a forward-looking view on how it manages challenges and opportunities in order to achieve its ambitions in the fast-changing context.

REVIEW OF BUSINESS

The main activities of the Group are:

- The rental of Commercial Property providing office and retail spaces.
- Operation of car parking facilities.
- Business Centres offering serviced office facilities.

RESULTS

- For the year under review, the Company recorded a turnover of Rs 64,713K (2024: Rs 53,099K).
- The Company’s profit for the year ended 30 June 2025 is Rs 25,786K (2024: loss Rs 4,954K).

TURNOVER			PROFIT/(LOSS)		
	2025	2024		2025	2024
IN RS'000	64,713	53,099	IN RS'000	25,786	(4,954)

DIVIDENDS

A dividend of Rs 2,250,000 was declared and paid to the shareholders in the financial year under review.

BOARD OF DIRECTORS

The following directors held office during the year ended 30 June 2025:

- Mr Jason Paul HAREL
- Mr Khushhal Chand KHUSHIRAM
- Mr Marie Joseph Jean Pierre MONTOCCHIO
- Mr Mushtaq M.Oomar Noormohammed OOSMAN
- Mr Antoine Andre Sow Fook SEEYAVE
- Mr Antoine Nicolas Cheh SEEYAVE
- Mr Jonathan Cheh SEEYAVE
- Mrs Tharangany SINGARAVELLOO
- Mr Neermal SHIMADRY
- Ms Linda Pin Ngai LI TING CHUNG (Appointed on 05 May 2025)
- Ms Vanisha PURSUN (Appointed on 05 May 2025)

DIRECTORS' REMUNERATION AND BENEFITS

The following table highlights the remuneration and benefits received by the directors during the financial year.

REMUNERATION AND BENEFITS RECEIVED	RS'000
Jason Paul HAREL	70
Khushhal Chand KHUSHIRAM	130
Marie Joseph Jean Pierre MONTOCCHIO	70
Mushtaq M.Omar Noormohammed OOSMAN	130
Antoine Andre Sow Fook SEEYAVE	90
Tharangany SINGARAVELLOO	60
Neermal SHIMADRY	70
Vanisha PURSUN	-
Total Independent and Non-Executive	620
Antoine Nicolas Cheh SEEYAVE	70
Jonathan Cheh SEEYAVE	60
Linda Pin Ngai LI TING CHUNG	-
Total Executive	130
Total (Independent, Non-Executive and Executive)	750

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Directors acknowledge their responsibilities for:

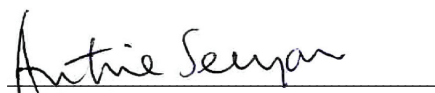
- (i) leading and controlling the organisation and meeting all legal and regulatory requirements.
- (ii) ensuring adequate accounting records and maintenance of effective internal control systems.
- (iii) the preparation of consolidated and separate financial statements which fairly present the state of affairs of the Company as at the end of the financial year and the cash flows for that period, and which comply with International Financial Reporting Standards (IFRS), Financial Reporting Act and in compliance with the Mauritius Companies Act 2001;
- (iv) the use of appropriate accounting policies supported by reasonable and prudent judgements and estimates;
- (v) the Company's adherence to the New Code of Corporate Governance (2016); and
- (vi) the governance of risk and for determining the nature and extent of the principal risks it is willing to take in achieving its strategic objectives, and for ensuring that the Company develops and executes a comprehensive and robust system of risk management.

The external auditors are responsible for reporting on whether the financial statements are fairly presented.

The Directors report that:

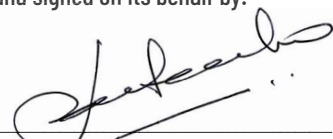
- (i) the Company is a public interest entity as defined by law;
- (ii) the Company is headed by an effective Board, and responsibilities and accountabilities within the Company (including at the level of Senior Management) are clearly identified;
- (iii) appropriate Board committees, namely the Audit and Risk Committee and the Corporate Governance Committee (which is also tasked with duties regarding remuneration of Senior Management), have been set up to assist the Board in the effective performance of its duties;
- (iv) adequate accounting records and an effective system of internal controls and risk management have been maintained;
- (v) appropriate accounting policies supported by reasonable and prudent judgements and estimates have been used consistently;
- (vi) International Financial Reporting Standards, the Financial Reporting Act and the Mauritius Companies Act have been adhered to. Any departure has been disclosed, explained and quantified in the consolidated and separate financial statements;
- (vii) The Code of Corporate Governance has been adhered to in all material aspects and explanations have been provided for any non-compliance;
- (viii) they have assessed the Company as a going concern and have a reasonable expectation that the Company will continue to operate for the foreseeable future and meet its liabilities as they fall due; and
- (ix) they have approved the composition of the Audit and Risk Committee and the Corporate Governance Committee.

Approved by the Board of Directors on 30 September 2025 and signed on its behalf by:



Director

ANTOINE SEEVAVE



Director

JEAN PIERRE MONTOCCHIO

CORPORATE GOVERNANCE REPORT

PRINCIPLE 1: GOVERNANCE STRUCTURE

1.1 Company Information

Happy World Property Ltd (HWP), formerly known as Newton Development Limited, was incorporated on 14 February 1986 as a private Company limited by shares under the laws of the Republic of Mauritius. It was converted into a public Company limited by shares on 25 November 2020. The registered office address of the Company is Level 8, Happy World House, 37 Sir William Newton Street, Port Louis 11328, Mauritius. The main activity of the Company is the rental of its Commercial Property providing office and retail spaces. The Company is registered as a reporting issuer with the Financial Services Commission in line with the Securities Act 2005. HWP is listed on the DEM since 18 December 2020. HWP is a Public Interest Entity in accordance with the Financial Reporting Act 2004.

1.2 Company's Philosophy

The Company is committed to the conduct of business practices that display characteristics of good corporate governance, namely business integrity, transparency, independence, accountability, fairness and professionalism in all its activities and ensures that its organisation and operations are managed ethically and responsibly to enhance business value for its shareholders and other stakeholders. The Board Charter will be considered by the Board of directors during the next financial year.

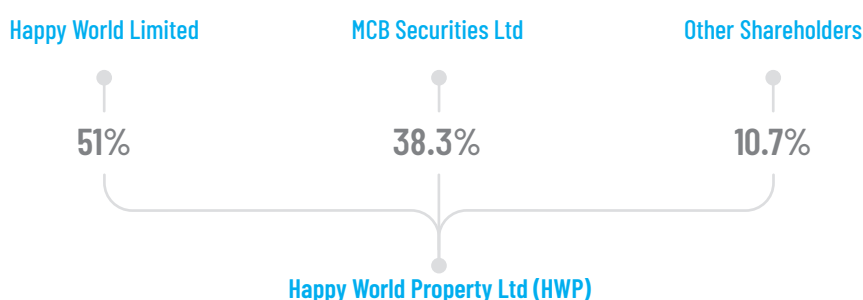
1.3 Corporate Governance Statement

During this financial year ended 30 June 2025, the Board of HWP has applied the eight principles of the new Code of Corporate Governance (2016). The Board shall continue to monitor the recommended disclosures under each principle which it did not disclose during this current financial year, in the forthcoming financial year. The Board of HWP considers that the current application of the principles of the code is likely to work in the particular context of HWP's business and culture, and which promote the following:

- Effective decision-making, risk management and control;
- Keeping the interests of the owners of the business aligned with, and foremost in the mind of, the people charged with managing the business; and
- The ability of the Company to hear the voice of stakeholders other than shareholders; principally these are regulatory and standard bodies, employees, customers, suppliers and the communities in which the Company operates.

1.4 Holding Structure

The holding structure of the Company is as follows:



The subsidiaries of the holding company are structured as follows:



1.5 Relations with shareholder/Key stakeholders

The following shareholders held more than 5% of the shareholding of the Company as at 30 June 2025:

SHAREHOLDERS	HOLDING
Happy World Ltd	51%
MCB Securities Ltd	38.3%

1.6 Statement of Main Accountabilities

The Directors have approved the following Statement of Accountabilities:

- The Board assumes responsibility for leading and controlling the organisation and meeting all legal and regulatory requirements. Directors are aware of their legal duties.
- The Board is accountable for the performance and affairs of the Company and for achieving sustainable growth.
- The Board is responsible for ensuring that the Company adheres to high standards of ethical behaviour and acts in the best interests of shareholders.

1.7 Directors Interest in shares

At 30 June 2025, the following directors have indirect interests in the shareholding of the Company through Happy World Ltd:

- Mr Antoine Seeyave
- Mr Jonathan Seeyave
- Mr Nicolas Seeyave

PRINCIPLE 2: THE STRUCTURE OF THE BOARD AND ITS COMMITTEES

2.1 Structure of the board

The Board structure of Happy World Property Ltd is a unitary Board. The directors of Happy World Property Ltd share responsibility for directing the Company and promoting its affairs collectively and not individually when acting on behalf of the Company.

2.2 Composition of the Board

The Board currently comprises of three (3) executive directors, two (2) non-executive directors and six (6) independent directors. The directors come from diverse business backgrounds and possess the necessary knowledge, skills, objectivity, integrity, experience and commitment to make sound judgements on various key issues relevant to the business of the Company, independent of management.

To determine its current size and composition, the Board has taken into account (a) the size of its operations and its sector of activity, (b) the various qualifications and experience of its members, (c) the recommendations of the Code. The Board is satisfied that it is currently of a size and level of diversity that is commensurate with the operations and scale of Happy World Property Ltd.

The company carefully reviewed the comments provided by the Financial Regulatory Commission (FRC), and after thorough consideration, the Board has made the decision to appoint an additional executive director. This decision has been made taking into account the company's current size and its specific needs and priorities.

2.3 Role and Function of the Board

The Board is responsible for the stewardship of the Company, overseeing its conduct and affairs to create sustainable value for the benefit of its stakeholders. It acknowledges its responsibility for leading and controlling the Company, ensuring that strategic direction and management structure are in place to meet legal and regulatory requirements. Its principal functions also include the following:

- protecting and enhancing shareholders' value by identifying and monitoring key risks areas and key performance indicators;
- approving such acquisition and disposal of assets as appropriate;
- exercising leadership, enterprise, intellectual honesty, integrity and judgement in directing the Company to achieve sustainable prosperity for the Company; and
- ensuring timely communication with shareholders and other stakeholders.

The Board will approve a Statement of Main Accountabilities within the Company which will then be displayed on the Company's website. The Board is also considering the publication of its Annual Report and other documents on the Company's website which will be reviewed and updated on a regular basis.

2.4 Residency

All directors of the Company are residents in Mauritius.

2.5 Role and Function of the Chairman

The Chairman has no executive or management responsibilities and acts as Chairperson of the Board and of Shareholders' meetings. There is a job description in place for the appointment of Chairperson. The Chairperson's other commitments have been disclosed to the Board before his appointment and any change would be communicated to the latter.

2.6 Role and Function of the Executive Directors

The Executive Directors are responsible for guiding the implementation of the board strategy and policy with respect to the Company's business. The Executive Directors report to the board of directors.

2.7 Role of the Non-Executive and Independent Director

The non-executive directors and the independent directors make a significant contribution to the functioning of the board, thereby ensuring that no one individual or group dominates the decision-making process.

2.8 Role and Function of the Company Secretary

The Company Secretary manages the provision of timely, accurate and considered information to the board and ensures that the board maintains its awareness of the ever-changing corporate governance environment. The Company Secretary attends every Board Meeting and Board Committee Meeting.

2.9 Board Meetings

The Board meets on quarterly basis and at such ad hoc times as may be required. In the year under review, the Board has met four (4) times and has performed its duties and considered matters relevant to the development of the business, strategic orientation, key transactions of relevance to the Company, its position, the risk situation and management as well as reviewed the budget and long-term plans.

All directors receive timely information so that they are equipped to fulfil their duties at Board Meetings.

Senior management is also invited on a regular basis at the Board meeting of the Company. The Executive Directors of the Company are regularly invited to attend all subcommittee meetings.

The records of proceedings of each Board meetings are recorded by the Company Secretary of the Board. The minutes of each Board meeting are submitted for confirmation at its next meeting and signed by the Chairperson and the Secretary. All Board members have access to the Company Secretary for any further information they require.

2.10 Directors' Attendance at Meetings

The record of attendance at Board and Sub Committee meetings is shown in the summary table below:

	BOARD MEETINGS	AUDIT AND RISK COMMITTEE MEETINGS	CORPORATE GOVERNANCE COMMITTEE MEETINGS
Number of meetings held	4	4	-
Director/committee member:			
Jason Paul HAREL	4	-	-
Khushhal Chand KHUSHIRAM	4	4	-
Marie Joseph Jean Pierre MONTOCCHIO	4	-	-
Mushtaq M.Oomar Noormohammed OOSMAN	4	4	-
Antoine Andre Sow Fook SEEYAVE	4	-	-
Antoine Nicolas Cheh SEEYAVE	4	-	-
Jonathan Cheh SEEYAVE	4	-	-
Tharangany SINGARAVELLOO	4	-	-
Neermal SHIMADRY	4	-	-
Linda Pin Ngai LI TING CHUNG	1	-	-
Vanisha PURSUN	1	-	-

2.11 Board Committees

The Board delegates certain roles and responsibilities to its principal Board committees. Whilst the Board retains overall responsibility, a sub-committee structure allows these committees to probe the subject matter more deeply and gain a greater understanding of the detail and then report back to the Board on matters discussed, decision taken, and where appropriate make recommendations to the Board on matters requiring its approval.

The Board is satisfied that the committees are appropriately structured and competent to deal with both the Company's existing and emerging issues, and that they have effectively discharged their responsibilities during the year under review.

The committees, which are set out below, meet regularly under terms of reference set by the Board. The chairman of each committee has the responsibility to report to the Board regarding all decisions and matters arising at sub-committee meetings. The committees may from time to time seek independent professional advices which are then approved by the Board.

2.11.1 Corporate Governance Committee

Membership of the Corporate Governance Committee

NAMES	STATUS
Marie Joseph Jean Pierre MONTOCCHIO (Chairman)	Independent Director
Jason Paul HAREL	Independent Director

2.11.2 Main Duties of the Corporate Governance Committee

The main duties and responsibilities of the Corporate Governance Committee encompass that of the Remuneration Committee and Nomination and include namely:

- Determine, agree and develop the Company's general policy on executive and senior management remuneration.
- Determine specific remuneration packages for executives and directors of the Company, including but not limited to basic salary, benefits in kind, any annual bonuses, performance-based incentives, pensions and other benefits.
- Determine the level of the non-executive and independent non-executive director's fees.
- Aim to give the executive director every encouragement to enhance the Company's performance and to ensure that they are fairly rewarded for their contributions and performance.
- Be responsible to ascertain whether a new Director is fit and proper and not disqualified from being a director.
- Ensure that the Board has a right balance of skills, expertise and independence.
- Make recommendations on the composition of the Board.
- Ensure that the potential new director is fully cognizant of what is expected from a director.
- Ensure that the right candidates are chosen to assume executive and senior management responsibilities.
- Determine, agree and develop the Company's general policy on Corporate Governance in accordance with the New Code of Corporate Governance of Mauritius.
- Ensure that a succession planning does exist in respect of the Executive Director.
- Appoint independent advisors and professionals as it deems necessary to carry out its duties.
- Have unrestricted access to any employee and information relevant to the performance of its duties.

2.11.3 Audit and Risk Committee (ARC)

Membership of the Audit and Risk Committee

NAMES	STATUS
Mushtaq M.Oomar Noormohammed OOSMAN (Chairman)	Independent Director
Mr Khushhal Chand KHUSHIRAM	Independent Director
Regular attendees by invitation	
Antoine Nicolas Cheh SEEYAVE	Executive Director
Linda Pin Ngai LI TING CHUNG	Executive Director

2.11.4 Main Duties of the Audit and Risk Committee

The primary objective of the Audit and Risk Committee is to provide the Board with additional assurance regarding accounting, auditing, internal control and financial matters together with their associated risks and includes:

- review and recommend to the Board for approval, the audited consolidated and separate financial statements at 30 June and the quarterly consolidated and separate unaudited management accounts;
- review the internal audit plan and the Company's internal financial control and risk management system;
- evaluate the work of the external auditors;
- ensure that significant adjustments, unadjusted differences, disagreements with Management, management letters, accounting principles along with the external audit process are discussed with the external auditors;
- review and discuss with Management the recommendations made by internal and external auditors and their implementation;
- review the contents of the annual report before its release;
- review the effectiveness of the system for monitoring compliance with laws and regulations and the results of Management's investigation and follow-up of any fraudulent acts and/or non-compliance; and
- oversee the Company's compliance with legal and regulatory provisions, its Constitution, code of conduct, by-laws and any rules established by the Board.

The meetings of each Audit and Risk committee are minuted and recorded. The external auditors have unrestricted access to the records, to management and employees of the Company. Meetings may also be scheduled with the external auditor without the presence of Management. The members of the Committee have examined and tabled their views on financial reports prior to the approval of the audited consolidated and separate financial statements, as well as reports from the Internal and External Auditors. For the year under review, there were no significant issues in relation to the financial statements. The Audit Committee met four (4) times during the year.

PRINCIPLE 3: DIRECTOR APPOINTMENT PROCEDURES

3.1 Nomination Process

The Board recognises the importance of having a formal and transparent process for the nomination and appointment of directors.

The nomination and appointment process of directors which is owned by the Corporate and Governance Committee for the Company is as follows:

- 1 Identification of candidates;
- 2 Interviews conducted by members of the Corporate Governance Committee;
- 3 Board approval of candidate;
- 4 Regulatory approval (if any);
- 5 Election at Annual/Special Meeting;
- 6 Letter of appointment;
- 7 Regulatory filing.

3.2 Appointment and Re-Election of Directors

In accordance with the Constitution of the Company, the Directors of the Company shall be such person or persons as may from time to time be appointed by the shareholders' ordinary resolution.

3.3 Board Induction and Professional Development

All new Directors receive a full, formal and tailored induction on joining the Board, including meetings with senior management and visits to the Company's operational locations. The Board recognises the importance of on-going professional development and training to sustain an effective, well informed and functional Board which is continuously reviewed.

3.4 Succession Planning

The Corporate Governance Committee shall consider a set of criteria for the selection of prospective directors and key employees in view of the needs and strategic orientations of the Company, alongside considering gender diversity in its assessment. These, amongst others, relate to their knowledge base, competencies, experience, time commitment, ethics and values which provide the basis for assessing prospective successors for the Board and key employees.

3.5 Directors' Profile

Mr. Antoine SEEYAVE

Chairman and Non-Executive Director

Mr. Antoine Seeyave has a long-standing and continuing association with Happy World Ltd as a core shareholder and director. He is co-Founder of Innodis Ltd and held leadership positions from its inception in 1973 to 1998. He is a co-Founder of Floreal Knitwear Ltd, and a former Member of the National Committee on Corporate Governance. He is a Sloan Fellow of the London Business School.

- Directorships in related companies: Happy World Ltd and several companies and sociétés related to Happy World Ltd.
- Directorships in other listed companies: None.
- Mr. Antoine SEEYAVE was appointed on 27 September 2004.

Mr. Nicolas SEEYAVE

Executive Director

Mr. Nicolas Seeyave is the General Manager of Happy World Ltd and has worked at the group level since 2019. He qualified as a Certified Accountant and worked at Cohen Arnold LLP, London UK (February 2016-August 2019). He graduated with an Honours degree in Economics at the University of London School of Oriental and African Studies.

- Directorships in related companies: Happy World Enterprises Ltd and several companies and sociétés related to Happy World Enterprises Ltd.
- Directorship in other listed companies: None.
- Mr. Nicolas SEEYAVE was appointed on 26 October 2020.

Mr. Jason HAREL

Independent Director

Jason Harel is the Chairman and Co-Founding Partner of BLC Robert & Associates, a premier independent business law firm in Mauritius. The firm is consistently ranked as a Tier One entity by prominent legal directories such as Legal500, Chambers and Partners, and IFLR1000. BLC Robert & Associates is also a member of ALN, a leading network of corporate law firms across fifteen key African jurisdictions, including the continent's gateway economies. Jason leads the Corporate and Commercial Department at BLC Robert & Associates and is widely recognized as a leading practitioner in his field. His extensive expertise spans a broad range of corporate advisory and transactional matters, including taxation, mergers and acquisitions, projects, real estate (with a focus on hospitality), non-contentious insolvency, and corporate restructuring. Additionally, he frequently advises clients on strategic investments in Africa. Beyond his work at the firm, Jason serves as the non-executive chairman of Paradise Cove Boutique Hotel and Zilwa Resort Ltd, as well as a founding partner and non-executive director of Axis Holdings Ltd, a leading management company in Mauritius and Seychelles. Jason is a qualified Chartered Accountant and Barrister at Law.

- Directorship in other listed companies: None.
- Mr. Jason HAREL was appointed on 26 October 2020.

Mr. Khushhal Chand KHUSHIRAM

Independent Director

Following a post-graduate degree in economics, Mr Khushhal Chand Khushiram joined the Bank of Mauritius in 1976, and was closely involved for ten years with the implementation of monetary and financial policies. Upon leaving the Bank, he set up a stock broking and investment management business. Elected Chairman of the Stock Exchange in 1993-94, he contributed to expand trading and issuance activities, and to enhance stock market infrastructure. In 2000, he was elected Member of Parliament, and was appointed Minister of Economic Development, Financial Services and Corporate Affairs, and later Minister of Industry, until July 2005. In this capacity, he led a wide-ranging program of economic and financial reforms, including new legal and institutional frameworks for the non-bank financial sector, financial reporting and anti-money laundering. He acted as Senior Adviser to the President of the African Development Bank during 2005-08, dealing mainly with strategic and finance issues, and was then appointed as the AfDB's Resident Representative in Egypt until 2011. Mr Khushiram is currently the Chairman of a private equity fund investing in Africa.

- Directorship in other listed companies: IPRO Growth Fund Ltd
- Mr. Khushhal Chand KHUSHIRAM was appointed on 26 October 2020.

Mr. Jean Pierre MONTOCCHIO

Independent Director

Born in 1963, he was appointed notary public in Mauritius in 1990. He participated in the National Committee on Corporate Governance as a member of the Board of Directors' Sub-Committee. He is a Director of a number of listed companies in Mauritius.

- Directorships in listed Companies: Fincorp Investment Ltd, New Mauritius Hotels Ltd, Rogers & Company Limited, ENL Limited, Happy World Property Ltd, The General Construction Company Limited, NewENLRogers Limited
- Mr. Jean-Pierre MONTOCCHIO was appointed on 26 October 2020.

Mr. Mushtaq OOSMAN

Independent Director

Mr. Mushtaq Oosman has over 30 years professional experience in audit and financial advice, with a diversified portfolio of clients in sectors such as banking, insurance, manufacturing, sugar companies, the hospitality industry, betting operator, textiles and trading. Mr. Mushtaq Oosman trained and qualified as a Chartered Accountant with Sinclairs in the UK. He joined Roger de Chazal & Partners (founders of Price Waterhouse in 1988 in Mauritius), serving as a partner from 1991 until his retirement in 2015. He was primarily an Assurance Partner, also responsible for Business Recovery Services as well as the Chief Operating Partner for Mauritius. In January 2016, Mushtaq Oosman formed his own Insolvency Practice. He has served on the Africa Central Governance Board and is well versed with the working and responsibilities of a Governance Board.

- Directorships in other listed companies: Automatic Systems Ltd, Mauritius Union Assurance Co. Ltd, United Docks Ltd, PIM LTD, Les Moulins de la Concorde Ltée.
- Mr. Mushtaq OOSMAN was appointed on 26 October 2020.

Mr. Jonathan SEEYAVE

Executive Director

Mr. Jonathan Seeyave is the General Manager of Happy World Enterprises Ltd. He graduated from ESSEC Business School with an MBA and from the University of Reading with an Honours degree in Philosophy and French.

- Directorships in related companies: Happy World Enterprises Ltd and several companies and sociétés related to Happy World Enterprises Ltd.
- Directorships in other listed companies: None
- Mr. Jonathan SEEYAVE was appointed on 01 January 2015.

Mrs. Tharangany SINGARAVELLOO

Independent Director

Mrs. Tharangany Singaravelloo is a qualified Actuary with over 27 years of experience spanning sub-Saharan Africa region, the UK, and the Netherlands. She holds a BSc Economics and Statistics (South Africa), a BSc (Hons) Operation Research (South Africa), a LLM International Business Law (France) and is a Fellow of the Institute of Faculty of Actuaries (UK). Her expertise covers a wide array of disciplines within the insurance industry with particular focus on developing markets. She currently serves as the Head of Aon Global Benefits in Africa, where she leverages her experience to drive growth and solutions across the region.

- Directorship in other listed companies: MCB Group
- Mrs. Tharangany SINGARAVELLOO was appointed on 25 February 2021.

Mr. Neermal SHIMADRY

Non-Executive Director

Mr. Neermal Shimadry joined MCB Capital Markets in July 2011 and currently serves as Senior Vice President and Executive Director of MCB Financial Advisers Ltd, the corporate finance advisory division of MCB Capital Markets Ltd. With extensive expertise in financial structuring, strategic planning, valuation, and transaction execution, he has a particular focus on fundraising and M&A transactions. Mr. Shimadry has successfully led some of the largest bond issuances in the Mauritian debt capital markets and plays a pivotal role in advising African corporates on innovative financing solutions. Before joining MCB Group, Mr. Neermal Shimadry accumulated deep experience in several sectors like aviation, logistics, agro-industry, and property during his tenure as "Project and Development Manager" at Rogers and CIEL Groups and 'Planning Manager' at Air Mauritius. Mr. Neermal Shimadry has a Master's in Economics and Business Strategy from the University of Paris IX Dauphine, France, and is a Fellow Certified Chartered Accountant (FCCA). He holds directorships in three unlisted companies, subsidiaries of large conglomerates, in Mauritius, and one directorship in a French company headquartered in Rungis, France.

- Mr. Neermal SHIMADRY was appointed on 12 May 2022.

Ms. Linda Pin Ngai LI TING CHUNG

Executive Director

Miss Linda Li Ting Chung has spent her professional career in the accounting and finance functions within the Happy World Group which she joined in 1995. Following her appointment in October 2021, she is Financial Controller at Happy World Ltd with a senior management role at group level.

- Directorship in other listed companies: None.
- Miss Linda LI TING CHUNG was appointed on 05 May 2025.

Ms. Vanisha PURSUN

Independent Director

Vanisha Pursun is a qualified actuary and is currently the Chief Actuarial Officer of SICOM. She also holds a BA (Hons) in Mathematics from the University of Delhi. Vanisha has worked in Pensions and Employee Benefits Consulting and in insurance and has more than 25 years of experience in various actuarial fields as well as in risk management, investment and insurance broking.

- Directorship in other listed companies: None.
- Ms Vanisha Pursun was appointed on 05 May 2025.

3.6 Company Secretary

The Company Secretary is Executive Services Limited, and its registered office address is found at 2nd Floor, Les Jamalacs Building, Vieux Conseil Street, Port Louis.

Executive Services Limited is a leading company with over 40 years of experience in the field of corporate secretarial services in Mauritius. Its core businesses are incorporation of companies, business registration, full corporate secretarial and administrative services including accounting and tax services.

The Directors of Executive Services Limited are Mr Christian Angseesing, Mr Didier Angseesing, and Ms Emmanuelle Angseesing.

PRINCIPLE 4: DIRECTORS DUTIES, REMUNERATION AND PERFORMANCE

4.1 Directors' Duties and Responsibilities

The Board exercises due diligence and independent judgement in dealing with the business affairs of the Company and works with the management to take objective decisions in the interest of the Company. The Company Secretary keeps Directors inform of their duties as per the Companies Act 2001. They are also made aware of their responsibilities and legal duties.

4.2 Conflict of Interests and Related Party Transaction Policy

Each Director ensures that no decision or action is taken that places his interests in front of the interests of the business. At each Board meeting a Director will be requested to disclose any actual or potential conflicts of interests.

There is currently no specified policy for Related Party Transaction. The Company is currently working on same and would report in the next financial year.

4.3 Interests Register

The interest register is available to shareholders upon request to the Company Secretary.

4.4 Remuneration Philosophy

The Corporate Governance Committee has the responsibility for reviewing the remuneration of directors and key executives. The level of remuneration is based on market trend and is reviewed on a regular basis.

The Board is transparent, fair and consistent in determining the remuneration policy for directors and key executives. The remuneration of directors and key executives is generally aligned with the salary packages in the industry. The Company believes that adequate remuneration is essential to attracting and retaining talent and to motivating our key executives to perform at their best.

4.5 Directors' Remuneration

Remuneration received by the directors from the Company for the year was Rs 750,000/-

The Non-Executive directors have not received remuneration in the form of share options or bonuses associated with organisational performance.

4.6 Board Evaluation

The Board shall consider setting up a well-established process for conducting the evaluation of the Board, the directors, and the committee performance during the next financial year.

4.7 Information Technology

The Company has a defined policy with regards to information, information technology and information security.

The Board oversees information governance through its Audit and Risk Committee, which itself supervises the Internal Audit function, which has no restrictions to its right of access to information. The Board ensures that all guidelines as per Data Protection Act, which governs right of access to information, are strictly adhered to.

All significant expenditures on information technology are approved by the Board, following recommendations and explanations provided by Management in that respect.

PRINCIPLE 5: RISK GOVERNANCE AND INTERNAL CONTROL

5.1 Risk Management Function

The Directors recognise that the Board has the overall responsibility for the Company's risk management and internal control. The management of the Company assists the Board in implementing, operating and monitoring the internal control systems which manage the risk of failure to achieve business objectives and provide reasonable but not absolute assurance against material misstatements or loss. The systems of internal controls put in place by management include the:

- maintenance of proper accounting records;
- implementation of the policies and strategies approved by the Board;
- regular assessment of specific risks management such as – market risks, credit risks, liquidity risks, operation risks, commercial risks, technological risks, compliance risks and human resource risks;
- overseeing and reviewing on an ongoing basis of the risks associated with social, safety, health and environmental issues.

Management has a well-designed structure for the identification and management of risks through stringent controls. Reviews of risks is effected by management on a quarterly basis and this provides the directors a certain level of assurance that management processes are in place and effective.

The Board is ultimately responsible for establishing, maintaining and overseeing appropriate and effective risk management and internal control systems for the Company. It has given the Audit and Risk Committee the responsibility of overseeing these systems on an ongoing basis and assessing their adequacy and effectiveness.

5.2 Internal Control

The Board is responsible for the system of internal control and has set appropriate policies to provide reasonable assurance that the control objectives are attained. Management is responsible for the design, implementation and monitoring of the internal control system. In view of the size and non-complexity of the transactions, the Board believes that an Internal control exercise once a year will be sufficient to mitigate any risk factor. The Board will undertake an independent appointment to carry out such exercise in the next financial year.

5.3 Risk factors

The Audit and Risk Committee review the risks factors which has been presented by Management and mitigating actions are taken to reduce such risks.

PRINCIPLE 6: REPORTING WITH INTEGRITY

6.1 Social, Safety, Health and Environmental policies

The Company has developed and implemented social, safety, health and environmental policies and practices that comply with existing legislative and regulatory frameworks.

6.2 Code of Ethics

The Company aims to adopt a code of ethics during the next financial year.

6.3 Corporate Social Responsibility (CSR)

The Company's CSR activities will aim to focus on the following specific areas in the course of the next financial year:

- Support NGOs in their activities for the needy of the community.
- Support sustainable programs towards food self-sufficiency.

6.4 Training

The Company ensures that employees are trained and become sufficiently experienced to the extent necessary to competently and effectively undertake their assigned activities and responsibilities. The Company aims to create a learning environment where employees will be prepared to accept change, develop new skills and take responsibility for their own continuous development.

6.5 Environment

The Company is committed to reducing its impact on the environment. It strives to improve its environmental performance over time and to initiate additional projects and activities that will further its impact on the environment.

7.1 Accounting and Audit

The Audit and Risk Committee evaluates the independence and effectiveness of the external auditors on an on-going basis before making a recommendation to the Board on their appointment and retention. The external auditors for this current financial year are Cays LLP. The total duration of the audit assignment is for a period of one year with the possibility of reappointment of the selected firm annually, subject to the approval of the Annual Meeting of Shareholders of HWP.

The fees payable to auditors for this current financial year is Rs 160,000 + VAT.

PRINCIPLE 8: RELATIONS WITH SHAREHOLDERS AND OTHER KEY STAKEHOLDERS

8.1 Service Agreement

The Company has a service agreement with its Parent Company for its day-to-day operations.

8.2 Share Option Plan

The Company has no share option plan.

8.3 Dividend Policy

The payment of dividend is subject to the profitability of Happy World Property Ltd and satisfying the solvency test.

8.4 Share Price Information

In a similar manner to other listed companies on the stock market, the share price of the Company will be subject to the volatility associated with stock market movements.

8.5 Donations

The Company did not make any political donations during the year under review.

8.6 Stakeholders' Relations and Communication

The Board aims at properly understanding the information needs of all shareholders and places great importance on an open and meaningful dialogue with all those involved with the Company. It ensures that shareholders are kept informed on matters affecting the Company. Open lines of communication are maintained to ensure transparency and optimal disclosure. The Board is committed to fair financial disclosure for its shareholders and all the stakeholders at large.

All board members are requested to attend the Annual Meeting of Shareholders.

All shareholders of the Company are entitled to attend and vote at general meetings in person or by proxy. Shareholders also receive the annual reports of the Company and the notice of annual general meetings.

8.7 Conduct of shareholder meeting

During the annual meeting, which is held in Mauritius, shareholders are given the opportunity to communicate their views and to engage with the Board and Management with regard to the Company's business activities and financial performance.

Directors are encouraged to attend the shareholder's meetings. The members of the Audit and Risk Committee and external auditors are asked to be present at such meetings.

At the shareholder's meeting, each item is proposed in a separate resolution:

- The approval of the audited financial statements.
- The annual report.
- The ratification of dividend (if applicable).
- The election or re-election of directors of the board.
- The appointment or re-appointment of auditors under Section 200 of the Companies Act 2001.

Any other matter which may require the Shareholder's approval.

8.8 Timetable of major events

Key events are set out below:

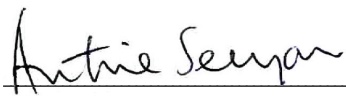
EVENTS	MONTH
Approval of the audited financial statements	September 2025
Approval of quarterly accounts:	
Quarter ended 30 th September	November 2025
Quarter ended 31 st December	February 2026
Quarter ended 31 st March	May 2026
Annual Meeting of Shareholders	December 2025

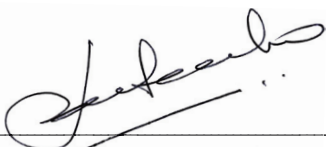
8.9 Related party transactions

Related party transactions are set out in Note 29.

Acknowledgement

The Board would like to thank all employees for their continued dedication and loyalty.


Director
ANTOINE SEEYAVE
30 September 2025


Director
JEAN PIERRE MONTOCCHIO

STATEMENT OF COMPLIANCE

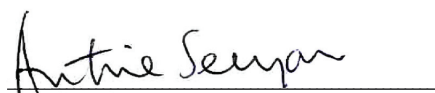
(Section 75 (3) of the Financial Reporting Act)

Name of Public Interest Entity ('P.I.E'): HAPPY WORLD PROPERTY LTD

Reporting period: Year ended 30 June 2025

We, the Directors of Happy World Property Ltd, confirm, to the best of our knowledge that the Company has complied with the Corporate Governance Code for Mauritius (2016). The Company has fully applied all the principles set out in the Code and has explained how these principles have been applied.

Signed by:



Chairman

ANTOINE SEEYAVE

30 September 2025



Director

JEAN PIERRE MONTOCCHIO

SECRETARY'S CERTIFICATE

In our capacity as Company Secretary of Happy World Property Ltd we hereby confirm that, to the best of our knowledge and belief, the Company has filed with the Registrar of Companies, as at 30 June 2025, all such returns, as are required, in terms of the Companies Act 2001.



Executive Services Ltd
Company Secretary
Per Mr. Didier Angseesing

Port Louis, Republic of Mauritius.
30 September 2025

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS

(A) Report on the audit of the financial statements

Opinion

We have audited the financial statements of Happy World Property Ltd, which are made up of the consolidated financial statements (the Group) and of its separate financial statements (the Company).

These financial statements comprise:

- the Statements of Financial Position as at 30 June 2025
- the Statements of Profit or Loss and Other Comprehensive Income
- the Statements of Changes in Equity and
- the Statements of Cash Flows

for the year then ended and a summary of significant accounting policies and other notes.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 30 June 2025, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and the Companies Act 2001.

Basis of our opinion

- We conducted our audit in accordance with International Standards on Auditing (ISAs). Refer to paragraph entitled 'Responsibilities of the auditors for the audit of the financial statements' below.
- We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements (in accordance with International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code)).
- We have fulfilled our other ethical responsibilities in accordance with these requirements.
- We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of the most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

(i) Investment properties

- The investment properties of the Company, recognised at Rs 510,350k (being its fair value determined on the basis of the valuation report carried out by Mr P.Ramrekha MSc, FRICS Chartered Valuation Surveyor) is the most significant asset of the Company representing 78% of the total assets of the Company. Gain or loss in fair value is recognized in profit or loss.
- We have, amongst others, reviewed and assessed the Chartered Valuation Surveyor's report and the gross revenue generated from that property during the year and concur with the conclusions made in that report.

(ii) Goodwill on consolidation

- Goodwill has been allocated to cash-generating units (CGU) and is tested for impairment annually in accordance with IAS 36 (Impairment of Assets) by comparing the recoverable amount of the CGU. The recoverable amount is the higher of:
 - Value in use and
 - Fair value less costs to sell
- The value in use is the present value of the future cash flows (discounted cash flow DCF), projections based on financial budgets over the next five years approved by the Board. The recoverable amount is sensitive to the discount rate used as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

- Our audit procedures comprise the following:
 - We concur with the definition of CGU of management for goodwill allocation.
 - We obtained the Group's discounted cash flow model (DCF) that supports the value-in-use calculation and assessed the assumptions used, including projections on future income, discount rate, sensitivity analysis to determine the impact of those assumptions, comparison with previous years' performance.
 - We verified the mathematical accuracy of the DCF.
 - We discussed and challenged the key management judgement.
- An impairment charge for goodwill amounting to Rs 6,000k has been recognized in the profit or loss for the year ended 30 June 2025.
- Total goodwill recognized as at 30 June 2025 in the Group financial statements amounted to Rs 84,411k (2024: Rs 90,411k).

(iii) Regus Business Centres (Mauritius) Ltd

- One of the subsidiaries of the Company, Regus Business Centres (Mauritius) Ltd ceased operation on 10 August 2024 and terminated the lease of its premises 17 months earlier. The lease contract does not have the option for any pre-mature termination but according to the subsidiary, there was a breach of contract since the lessor failed to keep in repair the structure and exterior of the building. As a result, the subsidiary suffered a loss of revenue. The subsidiary is of the view that there will not be any compensation payable to the lessor for the early termination of the contract. Accordingly no provision for any liability has been recognized in these financial statements.

Other information

The Directors are responsible for other information included in the annual report other than the consolidated and separate financial statements and our Auditors' Report thereon. We have obtained prior to the date of this auditors' report, the statement of compliance, the corporate governance report, the other statutory disclosures, and the statement of directors' responsibilities in respect of the presentation of the consolidated and separate financial statements and the company's secretary certificate.

Our opinion on the financial statements does not cover the other information referred above, and we do not express any conclusion thereon.

Responsibilities of the directors of the Company

The directors of the Company are responsible:

- for the preparation and fair presentation of the financial statements in accordance with IFRSs and the Companies Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error;
- for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, having no realistic alternative but to do so.

Responsibilities of the auditors for the audit of the financial statements

Our objectives are:

- to obtain reasonable assurance whether the financial statements, as a whole, are free from material misstatement, whether due to fraud or error; and
- to issue a report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Refer to our website at: www.cays.mu for further details of our responsibilities forming part of this report.

(B) Report on other legal and regulatory requirements

Companies Act 2001

- We have no relationship with, or interest in, the Company, other than in our capacity as auditors and tax advisors and dealings in the ordinary course of business.
- We have obtained all the information and explanations we have required.
- In our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.

Financial Reporting Act 2004

The directors are responsible for preparing the corporate governance report. Our responsibility is to report on the extent of compliance with the Code of Corporate Governance as disclosed in the annual report and on whether the disclosure is consistent with the requirements of the code.

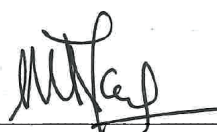
In our opinion, the disclosure in the annual report is consistent with the requirements of the Code.



CAYS LLP

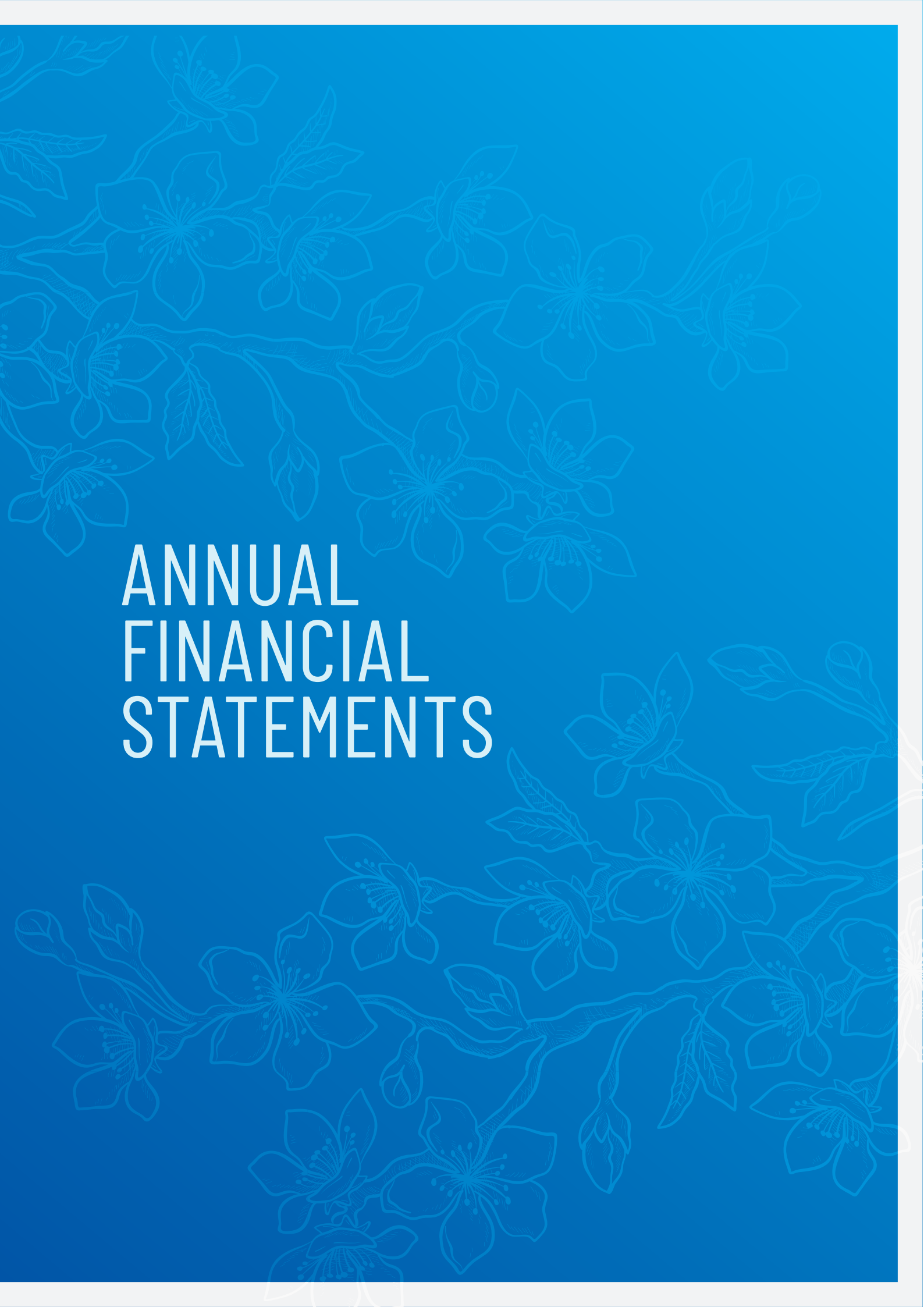
Public Accountants

30 September 2025



LHY TANG YING YUEN FCCA

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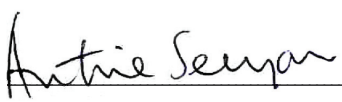


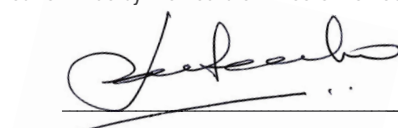
ANNUAL FINANCIAL STATEMENTS

STATEMENTS OF FINANCIAL POSITION AT 30 JUNE 2025

		Notes (N) Pages (P)	GROUP		COMPANY	
			2025	2024	2025	2024
			Rs'000	Rs'000	Rs'000	Rs'000
Non-current assets						
Plant and equipment	N7		32,153	42,548	26,068	34,185
Intangible assets	N8		84,411	90,411	-	-
Right-of-use assets	N9		141,245	43,388	-	-
Investment properties	N10		510,350	495,080	510,350	495,080
Investment in subsidiaries	N11		-	-	67,710	70,710
Loans receivable	N12		-	-	37,469	34,729
Deferred tax assets	N18		3,302	2,166	3,302	2,166
			771,461	673,593	644,899	636,870
Current assets						
Trade and other receivables	N13		27,165	14,945	2,708	2,063
Cash at bank and in hand	P26		1,964	3,564	693	1,648
Tax prepaid	N18		-	715	-	-
			29,129	19,224	3,401	3,711
Total assets			800,590	692,817	648,300	640,581
Equity and liabilities						
Share capital			400,000	400,000	400,000	400,000
Retained earnings			61,005	46,332	84,655	61,119
Equity attributable to owners of the Company	P25		461,005	446,332	484,655	461,119
Non-current liabilities						
Lease liabilities	N14		141,652	36,427	-	-
Loans payable	N15		107,265	132,659	107,265	132,659
Other payables	N17		9,694	5,598	9,694	5,598
			258,611	174,684	116,959	138,257
Current liabilities						
Lease liabilities	N14		9,763	10,563	-	-
Loans payable	N15		40,319	29,693	40,319	29,693
Trade and other payables	N16		30,013	31,545	4,953	11,324
Tax payable	N18		879	-	1,414	188
			80,974	71,801	46,686	41,205
Total liabilities			339,585	246,485	163,645	179,462
Total equity and liabilities			800,590	692,817	648,300	640,581

These financial statements were approved and authorised for issue by the Board of Directors on 30 September 2025.


ANTOINE SEEVAVE
 Director


JEAN PIERRE MONTOCCHIO
 Director

STATEMENTS OF PROFIT OR LOSS & OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2025

	Notes (N) Pages (P)	GROUP		COMPANY	
		2025	2024	2025	2024
		Rs'000	Rs'000	Rs'000	Rs'000
Revenue	N20	129,226	105,602	64,713	53,099
Gain in fair value of investment properties	N10	15,298	5,891	15,298	5,891
Gain on foreign exchange	N21	215	613	470	639
Other income and gains	N22	1,851	868	6,041	9,899
Impairment of goodwill	N8	(6,000)	(9,287)	-	-
Impairment of investment in subsidiary	N11	-	-	(6,000)	(9,287)
Impairment of loan receivable from a subsidiary	N12	-	-	-	(11,700)
Operating expenses	N23	(97,721)	(91,097)	(42,170)	(39,685)
Other expenses and losses	N24	-	(1,811)	-	(1)
Finance costs (net)	N25	(21,445)	(15,240)	(9,247)	(11,000)
		21,424	(4,461)	29,105	(2,145)
Non-recurrent items	N26	(300)	(244)	-	-
Profit/(loss) before tax		21,124	(4,705)	29,105	(2,145)
Tax expense	N18	(4,201)	(2,844)	(3,319)	(2,809)
Profit/(loss) for the year	P25	16,923	(7,549)	25,786	(4,954)
Other comprehensive income for the year		-	-	-	-
Comprehensive income/(loss) for the year		16,923	(7,549)	25,786	(4,954)
Basic and diluted earnings per share (Rs)		0.42	(0.19)		
Profit/(loss) for the year attributable to Owners of the Company*		16,923	(7,549)		
Comprehensive income/(loss) for the year attributable to Owners of the Company*		16,923	(7,549)		

* Owners of the Company have 100% interest in the subsidiaries.

STATEMENTS OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2025

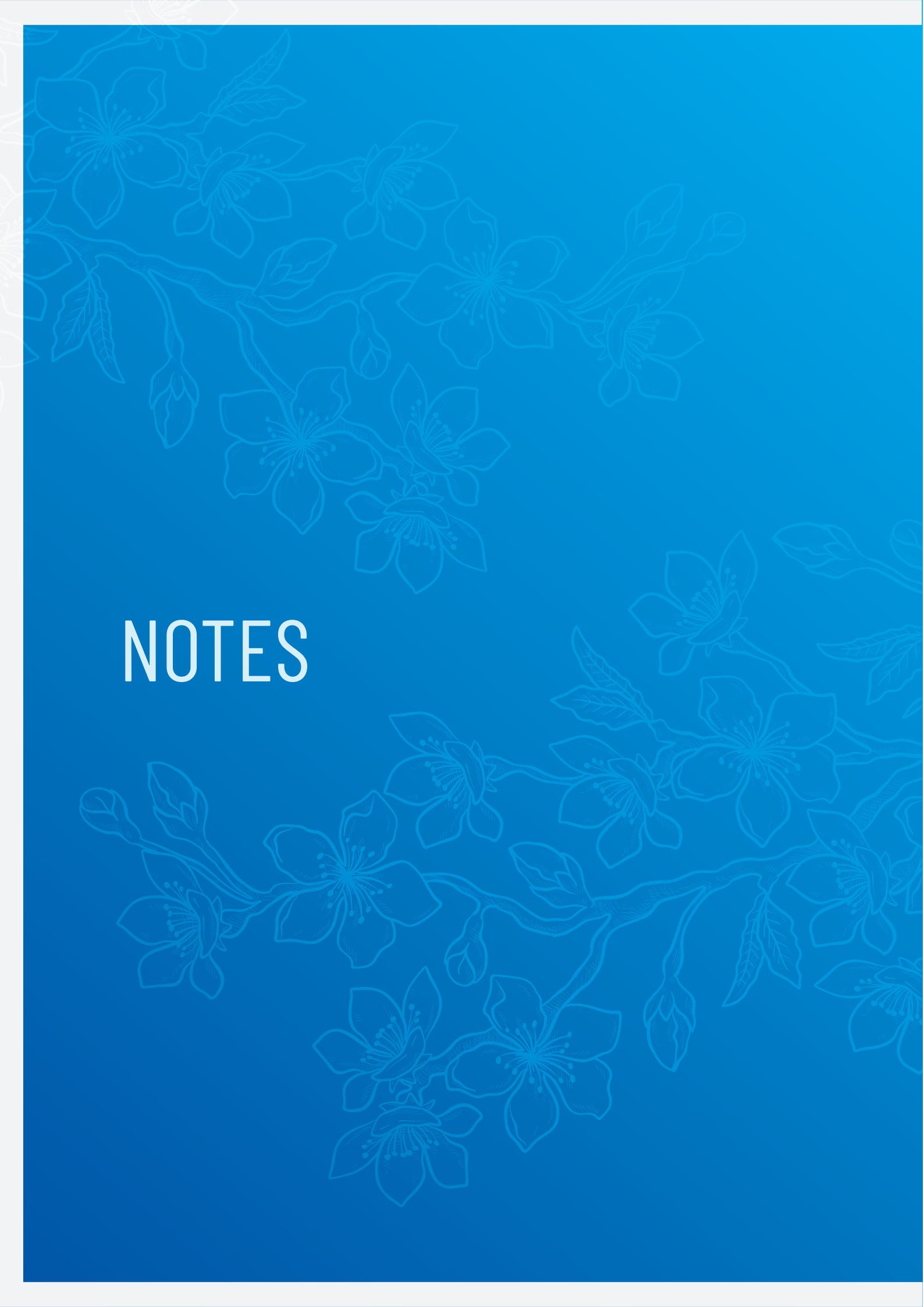
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY

Pages (P)

		SHARE CAPITAL*	RETAINED EARNINGS	TOTAL
		Rs'000	Rs'000	Rs'000
Group				
2024				
At 01 July 2023		400,000	53,881	453,881
Loss for the year	P24	-	(7,549)	(7,549)
Other comprehensive income for the year	P24	-	-	-
Comprehensive loss for the year	P24	-	(7,549)	(7,549)
At 30 June 2024		400,000	46,332	446,332
2025				
At 01 July 2024		400,000	46,332	446,332
Profit for the year	P24	-	16,923	16,923
Other comprehensive income for the year	P24	-	-	-
Comprehensive income for the year	P24	-	16,923	16,923
Dividends**		-	(2,250)	(2,250)
At 30 June 2025		400,000	61,005	461,005
Company				
2024				
At 01 July 2023		400,000	66,073	466,073
Loss for the year	P24	-	(4,954)	(4,954)
Other comprehensive income for the year	P24	-	-	-
Comprehensive loss for the year	P24	-	(4,954)	(4,954)
At 30 June 2024		400,000	61,119	461,119
2025				
At 01 July 2024		400,000	61,119	461,119
Profit for the year	P24	-	25,786	25,786
Other comprehensive income for the year	P24	-	-	-
Comprehensive income for the year	P24	-	25,786	25,786
Dividends**		-	(2,250)	(2,250)
At 30 June 2025		400,000	84,655	484,655
		2025	2024	
		No of shares	No of shares	
*Share capital				
Authorised, issued and fully paid				
Ordinary shares of Rs10 each at 01 July and at 30 June		40,000,000	40,000,000	
				Rs'000
				400,000
**Dividends				
a. Declared & paid				2,250
b. Per ordinary share (Rs)				0.06

STATEMENTS OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2025

	Notes (N) Pages (P)	GROUP		COMPANY	
		2025	2024	2025	2024
		Rs'000	Rs'000	Rs'000	Rs'000
Operating activities					
Profit/(loss) before tax	P24	21,124	(4,705)	29,105	(2,145)
Adjustment for:					
Impairment of goodwill	N8	6,000	9,287	-	-
Gain in fair value of investment properties	N10	(15,298)	(5,891)	(15,298)	(5,891)
Gain on termination of lease		(1,147)	-	-	-
Impairment of investment in subsidiary	N11	-	-	6,000	9,287
Impairment of loan receivable from a subsidiary	N12	-	-	-	11,700
Tax deduction at source receivable written off	N23	5	114	-	-
Depreciation of plant and equipment	N23	11,223	11,203	8,597	8,717
Depreciation of right-of-use assets	N23	16,929	10,979	-	-
Loss on disposal of plant and equipment	N24	-	1,811	-	1
Interest income	N25	-	-	(1,058)	(535)
Interest expenses	N25	21,445	15,240	10,305	11,535
Allowance for credit losses	N26	1,100	1,154	-	-
Amount payables written back	N26	(800)	(910)	-	-
Change in working capital:					
Trade and other receivables		(6,670)	20,667	(645)	30,415
Trade and other payables		(622)	4,580	(2,275)	(354)
		53,289	63,529	34,731	62,730
Interest received	N25	-	-	1,058	535
Interest paid	N25	(21,445)	(15,240)	(10,305)	(11,535)
Tax (paid)/refunded (net)	N18	(3,748)	43	(3,229)	(992)
Net cash from operating activities		28,096	48,332	22,255	50,738
Investing activities					
Acquisition of plant and equipment	N7	(828)	(5,974)	(480)	(585)
Acquisition of investment properties	N10	-	(12,689)	-	(12,689)
Refund on acquisition of investment properties	N10	28	-	28	-
Proceeds from disposal of plant and equipment		-	118	-	70
Loans granted to subsidiaries		-	-	(2,740)	(18,950)
Acquisition of investment in subsidiary	N11	-	-	(3,000)	-
Payment for acquisition of subsidiaries, net of cash acquired	N28	(2,664)	-	-	-
Net cash used in investing activities		(3,464)	(18,545)	(6,192)	(32,154)
Financing activities					
Lease capital payments		(9,214)	(9,076)	-	-
Loans received		-	15,000	-	15,000
Loans repaid		(14,768)	(35,202)	(14,768)	(32,702)
Dividends paid	P25	(2,250)	-	(2,250)	-
Net cash used in financing activities		(26,232)	(29,278)	(17,018)	(17,702)
(Decrease)/increase in cash and cash equivalents		(1,600)	509	(955)	882
Cash and cash equivalents at 01 July		3,564	3,055	1,648	766
Cash and cash equivalents at 30 June		1,964	3,564	693	1,648
Cash and cash equivalents are:					
Cash at bank and in hand	P23	1,964	3,564	693	1,648
Leases					
Total cash outflows		20,202	12,608	-	-



NOTES

NOTES

1 GENERAL INFORMATION

Happy World Property Ltd is a public company incorporated and domiciled in Mauritius. Its registered address is Level 8, Happy World House, 37, Sir William Newton Street, Port Louis, Republic of Mauritius.

The main business activities of the Group are:

- The rental of Commercial Property providing office and retail spaces.
- Operation of car parking facilities.
- Business Centres offering serviced office facilities.

These consolidated financial statements comprise the Company and its subsidiaries (collectively the Group).

2 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and the Companies Act 2001 and under the historical cost convention as modified by the revaluation of investment properties at fair value.

3 FUNCTIONAL AND PRESENTATION CURRENCY

The financial statements are presented in Mauritian rupees (the Group's functional currency), rounded to nearest thousand (Rs'000) unless otherwise stated. Comparative figures have been amended, where necessary, to conform to change in presentation in the current year.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In preparing these financial statements, management makes estimates and assumptions based on historical experience and expectations of future events that are considered to be reasonable under the appropriate circumstances. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Critical estimates and assumptions made during the year that might have a significant risk of causing material adjustment to the carrying amounts of the Group's assets and liabilities are as follows:

- **Fair value of investment properties**
The Group measures its investment properties at fair value; gain/loss in fair value being recognized in profit or loss. The Group engaged an independent valuation specialist to determine the fair value based on prevailing market condition.
- **Impairment of goodwill**
Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating unit, to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value.
- **Depreciation of plant and equipment**
Estimated useful lives of plant and equipment are determined based on management's historical experience and comparable market available data.
- **Right-of-use assets and lease liabilities**
The Group determines the lease term as non-cancellable term of lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any period covered by an option to terminate the lease, it is reasonably certain not to be exercised. The Group cannot readily determine the interest rate implicit in the lease, therefore it uses the lessee's incremental borrowing rate of interest, that is, the rate of interest, the lessee would have to pay on a similar lease or, if that is not determinable, the rate at the inception of the lease, the lessee would incur to borrow over a similar term, and with a similar security, the funds necessary to purchase the asset.

5 APPLICATION OF NEW IFRS AND INTERPRETATIONS

IFRS 18 Presentation and Disclosure in Financial Statements is effective starting for period on or after 1 January 2027 retrospectively with the restatement of the comparative period. IFRS18 requires, amongst others, the classification of the profit and loss in 5 categories: operating; investing; financing; income taxes and discontinued operations with subtotals and totals. Consequently, the presentation of the financial statements of the Company will change on or before the effective date.

Otherwise, the Company is evaluating the applicability and relevance of certain other new/revised standards and interpretations to existing standards (which are not yet effective) on the Company's operations and its impact on the financial statements of the Company in terms of results, presentation or disclosure.

In alignment with the refined definition of Materiality in IASB Conceptual framework, IAS1 and 8, certain information that is generally required by a standard, being assessed as immaterial, has been or may have been omitted in these financial statements.

6 ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all periods presented, unless otherwise stated.

The accounting policies set out below are, as far as possible, presented in the same chronological order, as the items/headings in the statement of financial position and statement of profit or loss. Accounting policies in respect of financial instruments are described under the relevant financial assets and liabilities.

6.1 Plant and equipment

All plant and equipment are initially recognised at cost and are subsequently measured at cost less accumulated depreciation and any impairment losses. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group. Depreciation is calculated to write off the cost of items of plant and equipment less their estimated residual value using the straight-line method over their estimated useful lives and is recognised in profit or loss, unless it is required to be capitalised to another asset.

The estimated useful lives for the current and comparative periods are as follows:

- Furniture and equipment **4 - 6 years**
- Motor vehicles **7 years**

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. Plant and equipment are derecognised when these are disposed of or permanently withdrawn from use. Any gain or loss arising on the disposal or retirement of an item of plant and equipment is determined as the difference between the sales proceeds and the carrying amount of that item and is recognised in profit or loss at the date of disposal or retirement.

6.2 Intangible assets

Computer software

Intangible assets which consist of purchased computer software are initially recognised at cost and are subsequently measured at cost less accumulated amortisation and any impairment losses. Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred. Amortisation of intangible assets is calculated, using the straight-line method, so as to allocate their cost less their residual values over their estimated useful lives of 8 years and is recognised in profit or loss. Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Goodwill

Goodwill on consolidation is initially recognised as the excess of the cost of acquisition over the fair value of the Company's share of the net assets of the acquired subsidiary at the date of acquisition and is subsequently measured at that amount less any impairment losses. Goodwill is not amortised but is tested for impairment annually. It is allocated to cash-generating units for the purpose of impairment testing. Goodwill is impaired when the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is, in turn, defined as the higher of the fair value less cost to sell and the value in use; where the value in use is the present value of the future cash flows.

6.3 Right-of-use assets

The Group (as a lessee) recognises a right-of-use asset and a lease liability at the lease commencement date in respect of its leases, other than short term and low value leases. Right-of-use assets are initially recognised at cost and are subsequently measured at cost less accumulated depreciation and any impairment losses.

Cost comprises

- the amount of the initial measurement of the lease liability adjusted for any lease payments at or before the commencement date, plus
- any initial direct costs incurred by the lessee, plus
- an estimate of costs to be incurred by the lessee in dismantling and removing the underlying assets or restoring the site on which the assets are located, less
- any lease incentives received.

Depreciation is calculated to write off the cost of right-of-use assets using the straight-line method over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term and is recognised in profit or loss.

The estimated useful lives and lease terms for the current and comparative periods are as follows:

- Building **5 years**

6.4 Investment properties

Investment properties which comprise of properties held for rental are initially recognised at cost and are subsequently measured at fair value determined by a professional valuer on the basis of the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Gain or loss in fair value is recognised in profit or loss in the period in which it arises.

The gain or loss arising on the disposal or retirement of an investment property is determined as the difference between the sales proceeds and the carrying amount of that property and is recognised in profit or loss at the date of disposal.

Investments properties are categorised according to a fair value hierarchy as follows:

- **Level 1** investment are those with unadjusted quoted prices in active markets for identical investment.
- **Level 2** investment include quoted prices for similar investment in active markets, quoted prices for identical or similar assets in markets that are not active, inputs other than quoted prices that are observable for the asset (ie, interest rates or yields) and inputs that are derived from or corroborated by.
- **Level 3** investment include unobservable inputs. The fair value of the investment properties has been determined by a Chartered Valuation Surveyor on the basis of the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

6.5 Investments in subsidiaries

In the Group's financial statements

The Group's financial statements include the Company and all its subsidiaries.

Control of a subsidiary

- The results of any subsidiary acquired or disposed of during the year are included in the Group's profit or loss from the date on which control is transferred to the Group or up to the date that control ceases.
- The purchase consideration of an acquisition of subsidiary is allocated to the assets and liabilities based on fair value at the respective date of acquisition. Any excess of the purchase consideration over the fair value of the net assets acquired is recognised as goodwill on consolidation under intangible assets. (note 6.2)
- If the fair value of the net assets acquired is more than the purchase consideration the difference is recognised directly in profit or loss as a bargain purchase.

Loss of control of a subsidiary

- Investments in subsidiaries are derecognised when the Group disposes or ceases to have control on a subsidiary.
- The gain or loss on disposal of a subsidiary is determined as the difference between the sales proceeds and the carrying value of the net assets including any goodwill of that subsidiary and is recognised in profit or loss.

Consolidation procedures

- Like items of assets, liabilities, equity, income, expenses and cash flows of the parent and its subsidiaries are combined.
- The carrying amount of the parent investment in each subsidiary and the parent's portion of equity of each subsidiary are eliminated resulting in goodwill on consolidation.
- Intra-group balances and transactions (including unrealised gains or losses thereon) are eliminated.
- Uniform accounting policies are applied for like transactions.
- Any non-controlling interest in a subsidiary is recognised at its proportionate share of the net assets of that subsidiary.

In the Company's Financial Statements

Investments in subsidiaries are initially recognised at cost and subsequently measured at cost less any impairment losses.

Investments in subsidiaries are derecognised when these are disposed of and or the Group ceases to control. Any gain or loss on disposal of a subsidiary is determined as the difference between the sales proceeds and the carrying amount of the investment in the subsidiary and is recognised in profit or loss at the date of disposal.

6.6 Loans receivable

Loans receivable are initially recognised at fair value when the Group's becomes a party to the contract and are subsequently measured at amortized cost using the effective interest method less any impairment losses. These loans and deposits are derecognised when the receivables have been collected or the rights to receive the cash flows have expired. These are classified as current assets except for maturities greater than 12 months after the reporting date. These are then classified as non-current assets.

6.7 Trade and other receivables

Trade and other receivables are initially recognised at fair value when the Group becomes a party to the contract with the customer for rental of offices and sales of services and are subsequently measured at amortised cost net of any allowance for credit losses, estimated by management based on prior experience and the economic environment. Allowance for credit losses for the period is recognised in profit or loss. Trade and other receivables are classified as current assets as they are short term in nature. Trade and other receivables are derecognised when the receivables have been collected and/or the contractual rights to receive the cash flows have expired.

6.8 Impairment of assets

If the recoverable amount of an asset is estimated to be less than the carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised in profit or loss immediately.

6.9 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at bank less bank overdrafts.

6.10 Leases

Lease liability is initially measured at the present value of the lease payments that are unpaid, discounted by using the interest rate implicit in the lease or the borrowing Group's incremental borrowing rate as the discount rate. The distinction between finance and operating leases is no longer relevant from a lessee perspective. Lease liability is subsequently measured by increasing the liability with the implicit interest in the leases and by deducting the lease payment. Payments made under short term and low value leases are recognised in profit or loss on a straight line basis over the term of the lease.

6.11 Loans payable

Interest bearing bank loans are initially recognised at fair value, net of transaction costs and are subsequently measured at amortised cost using the effective interest method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the year. These are then classified as non-current liabilities.

6.12 Trade and other payables

Trade and other payables are initially recognised at fair value which is normally the invoiced price by the suppliers when the Group becomes a party to the contract with the suppliers for purchase of goods or services and are subsequently measured at amortised cost. Trade and other payables are classified as current liabilities as they are short term in nature. Trade and other payables are derecognised when and only when the obligations are discharged, cancelled or they expire.

6.13 Income tax

Tax expense: Tax expense comprises current and deferred tax and is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income. The tax expense is calculated using tax rates enacted or substantively enacted at the reporting date.

Tax payable/prepaid: Tax payable or prepaid for the current and prior periods is measured at the amount expected to be paid or recoverable to/from the tax authorities. Tax payable are derecognised when and only the obligations are discharged.

Deferred tax liabilities or assets: Deferred tax liabilities or assets for tax payable or recoverable in future periods are recognised on all temporary differences arising between the tax bases of the liabilities and assets and their carrying values for financial reporting purposes. Deferred tax assets are recognised for unused tax losses and deductible temporary differences to the extent that it is probable that future taxable profits will be available, against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

6.14 Share capital

Ordinary shares are classified as equity.

6.15 Foreign currency translation

In the Group's financial statements

The financial position, results and cash flows of an entity whose functional currency is different from the presentation currency (Mauritian rupees) are translated into Mauritian rupees as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at that reporting date.
- Income and expenses for each item of profit or loss and other comprehensive income are translated at an average exchange rate for the period.
- All resulting exchange differences are recognised in other comprehensive income and cumulated in the translation reserve, except to the extent that the translation difference is allocated to the non-controlling interests.
- Cash flows are translated at an average exchange rate.

In the Company's Financial Statements

Transactions in foreign currencies are translated to Mauritian rupees at the exchange rates prevailing at the date of the transactions. Difference in exchange resulting from the settlement of such transactions is recognised as gain or loss on foreign exchange in profit or loss. Monetary assets and liabilities denominated in foreign currencies are subsequently retranslated to Mauritian rupees at the exchange rates ruling at the end of the reporting date. Difference in exchange thereon is recognized as gain or loss on foreign exchange in profit or loss. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

6.16 Revenue

Provision of services at a point in time

Revenue for the provision of services at a point in time is recognised in profit or loss based on the consideration to which the Company is entitled to receive net of value added tax in the accounting period in which the services are provided.

Provision of services over time

Revenue for the provision of services over time is recognised in profit or loss based on the consideration to which the Company is entitled to receive net of value added tax for the performance obligation of each period (month/quarter/year).

Rental income

Income from the lease of property is recognised in profit or loss on a straight-line basis over the term of the operating lease.

6.17 Dividend income

Dividend from investments in subsidiaries are recognised in profit or loss only when the Company's right to receive payment of the dividends is established.

6.18 Expenses

Purchases of services and ancillary goods for internal use, other than those related to the production overhead included in inventories, are recognised as expenses (as adjusted for prepayments and accruals) in profit or loss in the period these are incurred.

6.19 Finance costs

Finance costs on borrowings directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are recognised as part of the cost of the assets until such time that the assets are substantially ready for their intended use or sale. Otherwise, finance costs are recognised in profit or loss in the period in which these are incurred. Interest income is recognised using the effective interest method and is deducted from interest expenses shown as finance costs (net).

6.20 Non-recurrent items

Material items of income or expense due to the significance of their nature and amount are disclosed separately in profit or loss where it is necessary to provide further understanding of the financial performance of the Company.

6.21 Dividends payable

Dividends declared to the Company's shareholders during the period (paid and payable at end of period) are recognised as distribution to shareholders in the statement of changes in equity. Dividends declared and payable at end of period are recognised as current liability.

NOTES FOR THE YEAR ENDED 30 JUNE 2025

7 PLANT AND EQUIPMENT

	GROUP		
	FURNITURE AND EQUIPMENT	MOTOR VEHICLES	TOTAL
	Rs'000	Rs'000	Rs'000
2025			
<i>a. Cost</i>			
At 01 July 2024	73,355	43	73,398
Acquisitions	828	-	828
Disposals	(325)	-	(325)
At 30 June 2025	73,858	43	73,901
<i>b. Accumulated depreciation and impairment</i>			
At 01 July 2024	30,815	35	30,850
Depreciation charge	11,216	7	11,223
Disposal adjustments	(325)	-	(325)
At 30 June 2025	41,706	42	41,748
<i>c. Carrying amount</i>			
At 30 June 2025	32,152	1	32,153
2024			
<i>a. Cost</i>			
At 01 July 2023	95,087	43	95,130
Acquisitions	5,974	-	5,974
Disposals	(27,706)	-	(27,706)
At 30 June 2024	73,355	43	73,398
<i>b. Accumulated depreciation and impairment</i>			
At 01 July 2023	45,395	29	45,424
Depreciation charge	11,197	6	11,203
Disposal adjustments	(25,777)	-	(25,777)
At 30 June 2024	30,815	35	30,850
<i>c. Carrying amount</i>			
At 30 June 2024	42,540	8	42,548

NOTES FOR THE YEAR ENDED 30 JUNE 2025

7 PLANT AND EQUIPMENT (CONT'D)

	COMPANY		
	FURNITURE AND EQUIPMENT	MOTOR VEHICLES	TOTAL
	Rs'000	Rs'000	Rs'000
2025			
<i>a. Cost</i>			
At 01 July 2024	55,311	43	55,354
Acquisitions	480	-	480
At 30 June 2025	55,791	43	55,834
<i>b. Accumulated depreciation and impairment</i>			
At 01 July 2024	21,134	35	21,169
Depreciation charge	8,590	7	8,597
At 30 June 2025	29,724	42	29,766
<i>c. Carrying amount</i>			
At 30 June 2025	26,067	1	26,068
2024			
<i>a. Cost</i>			
At 01 July 2023	55,901	43	55,944
Acquisitions	585	-	585
Disposals	(1,175)	-	(1,175)
At 30 June 2024	55,311	43	55,354
<i>b. Accumulated depreciation and impairment</i>			
At 01 July 2023	13,527	29	13,556
Depreciation charge	8,711	6	8,717
Disposal adjustments	(1,104)	-	(1,104)
At 30 June 2024	21,134	35	21,169
<i>c. Carrying amount</i>			
At 30 June 2024	34,177	8	34,185

Refer to note 15 for assets pledged as securities for banking facilities granted to the Group and Company.

NOTES FOR THE YEAR ENDED 30 JUNE 2025

8 INTANGIBLE ASSETS

	COMPANY		
	GOODWILL ON CONSOLIDATION	COMPUTER SOFTWARE	TOTAL
	Rs'000	Rs'000	Rs'000
2025			
<i>a. Cost</i>			
At 01 July 2024 and 30 June 2025	99,698	1,567	101,265
<i>b. Accumulated depreciation and impairment</i>			
At 01 July 2024	9,287	1,567	10,854
Impairment charge (note 8e)	6,000	-	6,000
At 30 June 2025	15,287	1,567	16,854
<i>c. Carrying amount</i>			
At 30 June 2025	84,411	-	84,411
2024			
<i>a. Cost</i>			
At 01 July 2023 and 30 June 2024	99,698	1,567	101,265
<i>b. Accumulated depreciation and impairment</i>			
At 01 July 2023	-	1,567	1,567
Impairment charge	9,287	-	9,287
At 30 June 2024	9,287	1,567	10,854
<i>c. Carrying amount</i>			
At 30 June 2024	90,411	-	90,411

d. Goodwill relates to the acquisition of three Business Centres, offering serviced office facilities and operating in Port Louis, Grand Bay and Ebene under the "Regus" Trademark. These acquisitions have significantly increased the Group's market share in this industry and complement the Group's existing business activities. "Regus" trademark is owned by IWG, the world-wide leader in Business Centres offering serviced office facilities to customers.

e. The carrying amount of the Port Louis cash generating unit has been reduced to its recoverable amount through the recognition of an impairment loss against the goodwill in the year ended 30 June 2025. This loss has been recognised in the statement of profit or loss.

	COMPANY	
Computer software	2025	2024
	Rs'000	Rs'000
<i>a. Cost</i>		
At 01 July and 30 June	1,567	1,567
<i>b. Accumulated depreciation and impairment</i>		
At 01 July and 30 June	1,567	1,567
<i>c. Carrying amount</i>		
At 30 June	-	-

NOTES FOR THE YEAR ENDED 30 JUNE 2025

9 RIGHT-OF-USE ASSETS

	GROUP		COMPANY	
	2025	2024	2025	2024
	Rs'000	Rs'000	Rs'000	Rs'000
Buildings				
<i>a. Cost</i>				
At 01 July	68,446	28,503	-	-
Acquisitions	122,950	39,943	-	-
Lease terminated during the year	(28,502)	-	-	-
At 30 June	162,894	68,446	-	-
<i>b. Accumulated depreciation and impairment</i>				
At 01 July	25,058	14,079	-	-
Lease terminated during the year	(20,338)	-	-	-
Depreciation charge	16,929	10,979	-	-
At 30 June	21,649	25,058	-	-
<i>c. Carrying amount</i>	141,245	43,388	-	-

d. The Group leases premises for an average period of 5 years.

10 INVESTMENT PROPERTIES

	GROUP		COMPANY	
	2025	2024	2025	2024
	Rs'000	Rs'000	Rs'000	Rs'000
<i>a. Fair value (level 3)</i>				
At 01 July	495,080	476,500	495,080	476,500
Additions	-	12,689	-	12,689
Disposals	(28)	-	(28)	-
Gain in fair value	15,298	5,891	15,298	5,891
At 30 June	510,350	495,080	510,350	495,080

b. Assessment of fair value

The fair value of the investment properties have been determined by Mr P. Ramrekha MSc FRICS, Chartered Valuation Surveyor on the basis of open market value on 13 June 2025 (2024: 14 May 2024).

11 INVESTMENT IN SUBSIDIARIES

	GROUP		COMPANY	
	2025	2024	2025	2024
	Rs'000	Rs'000	Rs'000	Rs'000
<i>a. Cost</i>				
At 01 July	-	-	79,997	79,997
Acquisitions	-	-	3,000	-
At 30 June	-	-	82,997	79,997
<i>b. Provision for impairment</i>				
At 01 July	-	-	9,287	-
Impairment charge	-	-	6,000	9,287
At 30 June	-	-	15,287	9,287
<i>c. Carrying amount</i>				
At 30 June	-	-	67,710	70,710

NOTES FOR THE YEAR ENDED 30 JUNE 2025

11 INVESTMENT IN SUBSIDIARIES (CONT'D)

COMPANY

d. The subsidiaries, all incorporated in the Republic of Mauritius, are as follows:

Subsidiaries	Activities	2025 Holding	2024 Holding
Regus Business Centres (Mauritius) Ltd	Serviced office facilities	100	100
RBC (Mauritius) Ltd	Serviced office facilities	100	100
Regus Port Louis CBD Ltd	Serviced office facilities	100	100
Regus Grand Bay Ltd	Serviced office facilities	100	100
Regus Ebene Ltd (note 11(f))	Serviced office facilities	100	-

e. The directors have assessed the recoverable amount of the investments in subsidiaries (by using the cost and/or earnings and/or net assets basis of valuation and have made assumptions that are based on the market conditions) and consider that an allowance for impairment of Rs 9,287k is adequate.

f. In July 2024, the Company acquired 100% of Regus Ebene Ltd (previously known as Happy World Transport Limited) from Happy World Ltd for a consideration of Rs 3m. The transaction was not a buy out of Regus Ebene Ltd, but a reclamation of the business activities which Happy World Ltd took from Regus Business Centres (Mauritius) Ltd and which were transferred into Regus Ebene Ltd.

g. For the year ended 30 June 2025, both Regus Business Centres (Mauritius) Ltd and RBC (Mauritius) Ltd were not in operation.

h. Included in the cost of investment in Regus Business Centres (Mauritius) Ltd and RBC (Mauritius) Ltd, is a goodwill amounting to Rs 81,632k, which reflects the future economic benefits from unidentifiable assets, such as the acquired workforce, customer relationships and the "Regus" Trademark. These unidentifiable assets have been allocated to new cash generating unit, Regus Ebene Ltd (Ebene) and Regus Port Louis CBD Ltd (Port Louis). The goodwill is not impaired, since the recoverable amount of the two cash generating units, Ebene and Port Louis is greater than its carrying amount.

CASH GENERATING UNIT (CGU)	COST	NET LIABILITIES ACQUIRED	GOODWILL
	Rs'000	Rs'000	Rs'000
RBC (Mauritius) Ltd - Port Louis	7,977	8,500	16,477
Regus Business Centres (Mauritius) Ltd - Ebene	44,130	21,025	65,155
	52,107	29,525	81,632

12 LOANS RECEIVABLE

GROUP

COMPANY

	2025 Rs'000	2024 Rs'000	2025 Rs'000	2024 Rs'000
a. Loans receivable from subsidiaries				
At 01 July	-	-	46,429	46,429
Granted during the year	-	-	4,140	-
Refunded during the year	-	-	(1,400)	-
At 30 June	-	-	49,169	46,429
Provision for impairment				
At 01 July	-	-	11,700	-
Impairment during the year	-	-	-	11,700
At 30 June	-	-	11,700	11,700
Carrying amount				
At 30 June	-	-	37,469	34,729

b. Loans amounting to Rs 32.5m (2024: Rs 27.7m) bears interest at MCB PLR + 1% per annum. The remaining loans, amounting to Rs 16.6m (2024: Rs 18.7m), is interest-free. The loans are unsecured and are not expected to be received within the next twelve months.

NOTES FOR THE YEAR ENDED 30 JUNE 2025

13 TRADE AND OTHER RECEIVABLES

	GROUP		COMPANY	
	2025	2024	2025	2024
	Rs'000	Rs'000	Rs'000	Rs'000
a. Trade receivables	7,382	5,309	157	791
Accumulated allowance for credit losses	(2,183)	(3,342)	-	-
Net trade receivables	5,199	1,967	157	791
Prepayments and other receivables	19,949	12,293	120	48
Accumulated allowance for credit losses	-	(546)	-	-
Net prepayments and other receivables	19,949	11,747	120	48
Amount receivable from parent company	6	1,207	6	1,207
Amount receivable from a fellow subsidiary	-	7	-	-
Amount receivable from subsidiaries	-	-	414	-
Amount receivable from a related party	2,011	17	2,011	17
	27,165	14,945	2,708	2,063
<i>b. Ageing of net trade receivables not impaired</i>				
Not later than three months	3,784	1,903	157	791
Later than three months and not later than six months	1,416	64	-	-
	5,200	1,967	157	791
<i>c. Accumulated allowance for credit losses</i>				
At 01 July	3,888	3,893	-	-
Allowance for credit losses for the year	1,100	1,154	-	-
Receivables written off as uncollectible	(2,805)	(1,159)	-	-
At 30 June	2,183	3,888	-	-

d. The trade receivables arise from credit facilities offered by the Group in the normal course of business for which the Group does not hold any collateral as securities. Taking into consideration the credit quality of the trade receivables, the Group considers that an allowance for credit losses of Rs 2,183k (2024: Rs 3,888k) is adequate.

14 LEASE LIABILITIES

	GROUP		COMPANY	
	2025	2024	2025	2024
	Rs'000	Rs'000	Rs'000	Rs'000
a. Minimum lease payments				
Not later than one year	20,025	13,829	-	-
Later than one year and not later than five years	87,264	26,646	-	-
Later than five years	106,157	20,177	-	-
	213,446	60,652	-	-
Finance costs for future periods	(62,031)	(13,662)	-	-
Present value of lease liabilities	151,415	46,990	-	-
<i>b. Present value of finance lease liabilities</i>				
Current - Not later than one year	9,763	10,563	-	-
Non current - Later than one year and not later than five years	53,232	18,730	-	-
Non current - Later than five years	88,420	17,697	-	-
	141,652	36,427	-	-
	151,415	46,990	-	-

NOTES FOR THE YEAR ENDED 30 JUNE 2025

15 LOANS PAYABLE

	GROUP		COMPANY	
	2025	2024	2025	2024
	Rs'000	Rs'000	Rs'000	Rs'000
a. Bank loans - secured	125,857	148,772	125,857	148,772
Other loan - secured	6,727	8,080	6,727	8,080
Loans from parent company	15,000	5,500	15,000	5,500
	147,584	162,352	147,584	162,352
<i>b. Current loans payable</i>				
Not later than one year	40,319	29,693	40,319	29,693
<i>c. Non-current loans payable</i>				
Later than one year and not later than two years	26,165	25,308	26,165	25,308
Later than two years and not later than five years	59,451	71,614	59,451	71,614
Later than five years	21,649	35,737	21,649	35,737
	107,265	132,659	107,265	132,659

d. The secured loans are secured by fixed and floating charges on the assets of the Company.

16 TRADE AND OTHER PAYABLES

	GROUP		COMPANY	
	2025	2024	2025	2024
	Rs'000	Rs'000	Rs'000	Rs'000
a. Trade payables	3,500	3,859	1,513	1,219
Accruals and other payables	6,138	8,948	2,740	5,190
Deposits from customers	14,129	14,326	-	4,147
Advances received from customers	5,080	3,313	690	657
Amount payable to subsidiaries	-	-	10	111
Amount payable to direct parent company	1,166	1,099	-	-
	30,013	31,545	4,953	11,324

b. Trade payables are non-interest bearing and are generally on 30 to 90 days' term.

17 OTHER PAYABLES

	GROUP		COMPANY	
	2025	2024	2025	2024
	Rs'000	Rs'000	Rs'000	Rs'000
Deposits from customers (refundable)				
Later than one year and not later than two years	5,783	-	5,783	-
Later than two years and not later than five years	3,751	2,839	3,751	2,839
Later than five years	160	2,759	160	2,759
	9,694	5,598	9,694	5,598

NOTES FOR THE YEAR ENDED 30 JUNE 2025

18 INCOME TAX

	GROUP		COMPANY	
	2025	2024	2025	2024
	Rs'000	Rs'000	Rs'000	Rs'000
a. Tax expense/(credit)				
Corporate tax on the adjusted profit for the year	4,242	2,453	3,517	2,422
CSR contribution on the adjusted profit for the year (18d)	565	327	469	323
CCR levy on the adjusted profit for the year (18e)	469	323	469	323
Adjustment for previous year	61	-	-	-
Deferred tax credit for the year	(1,136)	(259)	(1,136)	(259)
	4,201	2,844	3,319	2,809
b. Tax (prepaid)/payable				
At 01 July	(715)	(3,975)	188	(1,888)
Corporate tax on the adjusted profit for the year	4,242	2,453	3,517	2,422
CSR contribution on the adjusted profit for the year (18d)	565	327	469	323
CCR levy on the adjusted profit for the year (18e)	469	323	469	323
Adjustment for previous year	61	-	-	-
Tax deduction at source receivable written off	5	114	-	-
Tax refunded/(paid) (net)	(3,748)	43	(3,229)	(992)
	879	(715)	1,414	188
c. Reconciliation of tax expense and tax on accounting profit				
Profit/(loss) before tax	21,124	(4,705)	29,105	(2,145)
Adjustment for:				
Difference between capital allowance and depreciation	4,397	2,612	3,363	2,919
Difference between depreciation of right-of-use assets and rental payments	7,571	2,338	-	-
Expenses not deductible for income tax purposes	8,011	13,963	6,279	21,265
Gain in fair value of investment properties	(15,298)	(5,891)	(15,298)	(5,891)
Other items not subject to income tax	(2,216)	(545)	-	-
Tax losses from previous years	(15,207)	(11,283)	-	-
Tax losses lapsed and forfeited	881	4,656	-	-
Unused tax losses of subsidiaries (note 18(g))	19,013	15,207	-	-
Adjusted chargeable profit for the year	28,276	16,352	23,449	16,148
Enacted tax rate:				
Corporate tax	15%	15%	15%	15%
Corporate social responsibility (CSR) contribution	2%	2%	2%	2%
Corporate climate responsibility (CCR) levy	2%	2%	2%	2%
Corporate tax on the adjusted profit for the year	4,242	2,453	3,517	2,422
CSR contribution on the adjusted profit for the year (18d)	565	327	469	323
CCR levy on the adjusted profit for the year (18e)	469	323	469	323
	5,276	3,103	4,455	3,068

d. CSR Contribution is the Corporate Social Responsibility Contribution payable by the Company to a CSR programme approved by the National Social Inclusion Foundation and to the Mauritius Revenue Authority.

e. CCR levy is the Corporate Climate Responsibility Levy payable to the Mauritius Revenue Authority by the Company.

NOTES FOR THE YEAR ENDED 30 JUNE 2025

18 INCOME TAX (CONT'D)

	GROUP		COMPANY	
	2025	2024	2025	2024
	Rs'000	Rs'000	Rs'000	Rs'000
<i>f. Deferred tax assets</i>				
At 01 July	2,166	1,907	2,166	1,907
Deferred tax credit for the year	1,136	259	1,136	259
At 30 June	3,302	2,166	3,302	2,166
Made up of Difference between capital allowance and depreciation	3,302	2,166	3,302	2,166

g. As at 30 June 2025, some of the subsidiaries had accumulated tax losses aggregating to an amount of Rs 19,013k (2024: Rs 15,207k) and they were not liable to income tax. Deferred tax assets were not recognised in these subsidiaries as it is not probable that future taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilised.

19 RETIREMENT BENEFIT OBLIGATIONS

	GROUP		COMPANY	
	2025	2024	2025	2024
	Rs'000	Rs'000	Rs'000	Rs'000
Contributions to defined contribution plan				
Recognised in profit or loss	834	811	293	287

20 REVENUE

a. Nature of revenue

The Group generates revenue from the:

rental of office and commercial spaces, rental of parkings and provision of services.

b. Timing of satisfaction of performance obligation and significant payment terms.

b.1 Revenue for the provision of services at a point in time is recognised on completion of the services billed in cash.

b.2 Revenue for the provision of services over time is recognised at the end of each period and is generally billed in cash or in credit.

	GROUP		COMPANY	
	2025	2024	2025	2024
	Rs'000	Rs'000	Rs'000	Rs'000
<i>c. Revenue is analysed as follows:</i>				
Rental income	98,089	82,614	48,739	39,654
Virtual office income	3,272	3,115	-	-
Provision of services	27,865	19,873	15,974	13,445
	129,226	105,602	64,713	53,099

21 FOREIGN EXCHANGE

Gain/(loss) on foreign exchange

Gain/(loss) on foreign exchange arises on the settlement of transactions in foreign currencies and on the translation of monetary assets and liabilities denominated in foreign currencies.

22 OTHER INCOME AND GAINS

	GROUP		COMPANY	
	2025	2024	2025	2024
	Rs'000	Rs'000	Rs'000	Rs'000
Recharge of salaries	-	-	-	4,114
Management fees	-	-	5,785	5,326
Gain on termination of lease	1,147	-	-	-
Other income	704	868	256	459
	1,851	868	6,041	9,899

NOTES FOR THE YEAR ENDED 30 JUNE 2025

23 OPERATING EXPENSES

	GROUP		COMPANY	
	2025	2024	2025	2024
	Rs'000	Rs'000	Rs'000	Rs'000
<i>a. Short term employee benefits</i>	21,020	17,420	11,979	8,786
Serviced office expenses	35,749	34,830	13,484	12,614
Other administrative and selling expenses	12,795	16,551	8,110	9,568
Depreciation of plant and equipment	11,223	11,203	8,597	8,717
Depreciation of right-of-use assets	16,929	10,979	-	-
Tax deduction at source receivable written off	5	114	-	-
	97,721	91,097	42,170	39,685

<i>b. Direct operating expenses that generated rental income</i>	84,921	74,432	34,060	30,117
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c. Short term leases

Rental costs included in serviced office expenses	-	184	-	-
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24 OTHER EXPENSES AND LOSSES

Loss on disposal of plant and equipment	-	1,811	-	1
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25 FINANCE COSTS (NET)

a. Interest expenses

Bank loans	9,725	11,184	9,725	11,184
Loan payable to parent company	732	490	580	317
Loan payable to related party	-	34	-	34
Lease liabilities	10,988	3,532	-	-
	21,445	15,240	10,305	11,535

Less

b. Interest income

Loans receivable from subsidiaries	-	-	1,058	535
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	21,445	15,240	9,247	11,000
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26 NON-RECURRENT ITEMS

Allowance for credit losses	1,100	1,154	-	-
Amount payables written back	(800)	(910)	-	-
	300	244	-	-

27 BUSINESS SEGMENTS

The group has only one business segment, that is, the rental of office and retail spaces, offering service facilities and operating car parking facilities.

NOTES FOR THE YEAR ENDED 30 JUNE 2025

28 BUSINESS COMBINATION

On 01 July 2024, the Company acquired 100% of the issued share capital of Regus Ebene Ltd.
Details of the purchase consideration and the net assets acquired are as follows:

Rs'000

a. Purchase consideration

Cash paid	3,000
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b. Net assets acquired

Cash and cash equivalent	336
Other than cash and cash equivalent	2,664
Net identifiable assets acquired	3,000

c. Outflow of cash to acquire subsidiaries, net of cash acquired

Purchase consideration in cash	3,000
Less: Cash and cash equivalent	(336)
	2,664

29 RELATED PARTIES

a. A related party is an individual or company where that party has the ability, directly or indirectly to control or influence over the other party in making financial or operating decisions. Parties are also considered related when they are under common control or common significant influence.

b. Parent and ultimate parent companies

The directors of the Company regard Happy World Ltd and Happy World Enterprises Ltd both incorporated in the Republic of Mauritius as the direct and ultimate parent company respectively.

	GROUP		COMPANY	
	2025	2024	2025	2024
	Rs'000	Rs'000	Rs'000	Rs'000
c. Transactions with related parties				
Sales of services to				
Subsidiaries	-	-	8,662	12,566
Direct parent company	6,641	6,353	6,576	6,353
Purchase of services from				
Direct parent company	2,985	2,659	1,620	1,560
Impairment of loan receivable from				
Subsidiary	-	-	-	11,700
Interest income				
Subsidiaries	-	-	1,058	535
Interest expenses				
Direct parent company	732	490	580	317
Related party	-	34	-	34

d. Outstanding balances with related parties

Outstanding balances with related parties are disclosed in the respective note of the appropriate assets or liabilities. Amount receivable from related parties arise in the normal course of business and are to be collected within the normal operating business cycle of the business. There are no impaired trade receivables nor allowance for credit losses from related parties. Amount payable to related parties arise in the normal course of business and are payable within the normal operating business cycle of the business.

NOTES FOR THE YEAR ENDED 30 JUNE 2025

29 RELATED PARTIES (CONT'D)

	GROUP		COMPANY	
	2025	2024	2025	2024
	Rs'000	Rs'000	Rs'000	Rs'000
<i>e. Compensation of key management personnel of the Company</i>				
Short term employee benefits paid by the Company	7,850	7,642	4,473	4,078
Short term employee benefits paid by the direct parent company and recharged through management fees	1,440	1,440	1,440	1,440

30 FINANCIAL INSTRUMENTS

	GROUP		COMPANY	
	2025	2024	2025	2024
	Rs'000	Rs'000	Rs'000	Rs'000
Categories of financial instruments:				
<i>a. Financial assets at amortised cost</i>				
Loans receivable	-	-	37,469	34,729
Trade and other receivables (excluding prepayments)	26,916	14,777	2,610	2,015
Cash at bank and in hand	1,964	3,564	693	1,648
	28,880	18,341	40,772	38,392
<i>b. Financial liabilities at amortised cost</i>				
Trade and other payables	30,013	31,545	4,953	11,324
Loans payable	147,584	162,352	147,584	162,352
Lease liabilities	151,415	46,990	-	-
	329,012	240,887	152,537	173,676

31 FINANCIAL RISK MANAGEMENT

31.1 Financial risk factors

The Company's activities expose it to financial risks:

a. Credit risk; **b.** Liquidity risk and **c.** Market risk (foreign exchange risk; interest rate risk)

a Credit risk

The Company has policies in place to ensure that credit sales are made to customers after a credit assessment has been carried out. There is no significant concentration of credit risk. The Company credit risk is primarily attributable to its receivables. The amounts presented in the Statement of Financial Position are net for allowance for credit losses, estimated by management based on prior experience and the economic environment.

Refer to note 13 (trade and other receivables) for aged analysis of trade receivables

b. Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of credit facilities. The Company aims at maintaining flexibility in funding by keeping reliable credit lines available. Contractual maturities of outflows in respect of financial liabilities are disclosed in the respective note of the appropriate liability.

c. Market risk (foreign exchange risk; interest rate risk)

c.1 Foreign exchange risk

The Company is exposed to foreign exchange risk on certain transactions denominated in foreign currencies. The Company uses forward contracts, whenever possible, to manage its exposure to foreign currency risk.

NOTES FOR THE YEAR ENDED 30 JUNE 2025

31.1 Financial risk factors (Cont'd)

	GROUP		COMPANY	
	2025	2024	2025	2024
	USD'000	USD'000	USD'000	USD'000
<i>Currency risk analysis</i>				
The financial instruments exposed to foreign currency changes are summarised as follows:				
Financial assets	339	319	11	1
Financial liabilities	331	316	-	-
<i>Sensitivity analysis on foreign currency risk</i>	Rs'000	Rs'000	Rs'000	Rs'000
Assuming a 1% change + (-) in the foreign currency rate on the above financial assets and liabilities, the result would have been impacted by	299	51	5	-

c.2 Interest rate risk

The Company's income and operating cash flow are exposed to interest rate risk as it sometimes borrows at variable rates. The Company uses a proper mix of fixed and variable rate borrowings, whenever possible, to manage the interest rate risk.

	GROUP		COMPANY	
	2025	2024	2025	2024
	Rs'000	Rs'000	Rs'000	Rs'000
<i>Sensitivity analysis on interest rate risk</i>				
Assuming a 25 basis points change + (-) in the interest rate on all variable interest bearing borrowings, the result would have been impacted by	404	444	368	421

31.2 Capital risk management

a. "The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, issue new shares or raise shareholders loan or sell assets to reduce debt. The Company monitors capital on the basis of the gearing ratio calculated as net borrowing divided by the total equity of the Company."

	GROUP		COMPANY	
	2025	2024	2025	2024
	Rs'000	Rs'000	Rs'000	Rs'000
<i>b. Gearing ratio</i>				
Interest bearing borrowings				
Lease liabilities	151,415	46,990	-	-
Loans payable	147,584	162,352	147,584	162,352
Cash at bank and in hand	(1,964)	(3,564)	(693)	(1,648)
Net borrowings	297,035	205,778	146,891	160,704
Equity attributable to owners of the Company	461,005	446,332	484,655	461,119
Capital employed	758,040	652,110	631,546	621,823
Gearing ratio	64%	46%	30%	35%

32 Contingent liabilities

One subsidiary of the Company, Regus Business Centres (Mauritius) Ltd ceased its activities on 10 August 2024. On the 10th July 2024, the subsidiary sent a letter to the lessor to terminate the sub-lease of the 4th floor of Ebene Heights building, owned by National Pensions Fund. The lease was for a period of five years, from 01 January 2021 to 31 December 2025, with no option for any early termination by either party. According to the subsidiary, there has been a breach of contract since the lessor failed to keep in repair the structure and exterior of the building. As a result of this, the subsidiary suffered a loss of revenue. Pursuant to an agreement between both parties, the dispute has been sent to arbitration. The directors of the subsidiary are of the view, that there will not be any compensation payable to the lessor for the early termination of the contract. Accordingly, no provision for any liability has been recognised in these financial statements.

Event after the reporting period

There was no event after the reporting period that requires disclosure.



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