



Rockcastle Global Real Estate Company Limited
(Incorporated in the Republic of Mauritius)
(Registration number 108869 C1/GBL)
Having its registered address at Level 3, Alexander House
35 Cybercity
Ebene, Mauritius
SEM Code "Rock.N0000" ISIN : MU0364N00003
(LEC/P/02/2012)
("Rockcastle" or "the company")

LISTING PARTICULARS

Relating to:

- the issue of 10 000 000 additional Rockcastle shares to South African investors ("**invited investors**") by way of a private placement ("**SA private placement**");
- a secondary listing of the share capital of the company on the Alternative Exchange of the JSE Limited ("**Alt^X**"); and
- an authority to issue up to 100 000 000 additional shares ("**further share issues**") subsequent to the listing of Rockcastle on the Alt^X.

The definitions set out on pages 6 and 7 of the Listing Particulars issued on 28 May 2012 have, where appropriate, been used in these Listing Particulars.

These Listing Particulars include particulars given in compliance with the Listing Rules governing the Official Listing of Securities for the purpose of giving information with regard to the issuer. The directors of the company collectively and individually, accept full responsibility for the accuracy or completeness of the information contained herein and confirm, having made all reasonable enquiries that to the best of their knowledge and belief there are no other facts the omission of which makes any statement herein misleading.

The corporate advisor, sponsor and management company whose names are included in these Listing Particulars have consented in writing to the inclusion of their names in the capacity stated and have not withdrawn their written consent prior to the dissemination of these Listing Particulars.

These Listing Particulars have been vetted by the LEC, in conformity with the Listing Rules, on 25 March 2012.

Neither the Listing Executive Committee ("**LEC**") of the SEM nor the Financial Services Commission ("**FSC**") assumes any responsibility for the contents of this document. The LEC and the FSC make no representation as to the accuracy or completeness of any of the statements made or opinions expressed in this document and expressly disclaim any liability whatsoever for any loss arising from or in reliance upon the whole or any part thereof.

Permission has been granted by the LEC on 17 July 2012 for the issue of up to 10 000 000 additional Rockcastle shares to be currently listed on the JSE Limited ("**JSE**"). It is understood that the number of shares of Rockcastle will be increased from 6 201 000 to 16 201 000 shares following the above listing of the 10 000 000 shares on the JSE. Consequently the market capitalization of Rockcastle on the SEM will be increased to reflect the above issue and listing of shares on the JSE.

Mauritian management company



Corporate advisor



Sponsor



Date and place of incorporation of the company

30 March 2012, Mauritius

Date of issue: 17 July 2012

CORPORATE INFORMATION

Registered office and postal address of the company

Level 3
Alexander House
35 Cybercity, Ebene
Mauritius

Mauritian management company

Intercontinental Trust Limited
Level 3, Alexander House
35 Cybercity, Ebene
Mauritius

Corporate advisor

Java Capital (Proprietary) Limited
Redefine Place
2 Arnold Road
Rosebank, Johannesburg
Republic of South Africa

Company secretary

Intercontinental Trust Limited
Level 3, Alexander House
35 Cybercity, Ebene
Mauritius

Sponsor

Capital Market Brokers Limited
Suite 1004, Level 1, Alexander House
35 Cybercity, Ebene
Mauritius

LISTING PARTICULARS

1. INTRODUCTION

- 1.1. On 28 May 2012 Rockcastle issued Listing Particulars relating to:
 - 1.1.1. the placing of up to 10 001 000 Rockcastle shares at US\$1.00 per share; and
 - 1.1.2. the listing of Rockcastle's shares on the Official List of the SEM,and to provide information to targeted investors with regard to the issuer.
- 1.2. Subsequent to the issue of the Listing Particulars, the shareholders of Rockcastle have passed resolutions authorising:
 - 1.2.1. the issue of additional Rockcastle shares to South African investors ("**invited investors**") by way of a private placement ("**SA private placement**");
 - 1.2.2. the listing of the share capital of the company on the Alternative Exchange of the JSE Limited ("**Alt^X**"); and
 - 1.2.3. the issue of up to 100 000 000 additional shares ("**further share issues**") subsequent to the listing of Rockcastle on the Alt^X.
- 1.3. Additional information as to the SA private placement, the listing of Rockcastle's share capital on the Alt^X and the further share issues, is set out below.

2. SA PRIVATE PLACEMENT

- 2.1. The SA private placement comprises an offer to invited investors to subscribe for up to 10 000 000 Rockcastle shares at the Rand equivalent of US\$1.00 per share determined at the prevailing US\$/ZAR exchange rate at 12:00 on 20 July 2012 as per the Bloomberg spot rate.

3. LISTING ON THE JSE

It is the view of the board of Rockcastle that South African property investors who have enjoyed world-beating returns from the South African real estate sector over the last few years now see comparatively attractive value in carefully selected opportunities in real estate markets outside South Africa. Accordingly, Rockcastle is seeking a listing on the JSE to broaden its investor base and source additional capital to fund growth aspirations, and to:

- 3.1. enhance potential investors' awareness of the company;
- 3.2. improve the depth and spread of the shareholder base of the company, thereby improving liquidity in the trading of its securities;
- 3.3. provide invited investors the opportunity to participate directly in the income streams and future capital growth of the company; and
- 3.4. provide invited investors with an additional market for trading the company's shares.

4. FURTHER SHARE ISSUES

Following the listing of Rockcastle's shares on the JSE, the company may subject to the Mauritian Companies Act 2001, the rules of the SEM and the JSE Listings Requirements undertake further issues of up to 100 000 000 Rockcastle shares at a minimum price equal to the 30 day volume weighted average traded price of Rockcastle's shares prior to the placing on the relevant exchange. The authority given by shareholders in this regard will be valid until the company's first annual general meeting of members at which time the company would seek to renew and/or extend this authority.

Signed at Ebene, Mauritius on 17 July 2012 on behalf of Rockcastle Global Real Estate Company Limited

Craig Hallowes

who warrants that he is duly authorised thereto by resolution of the board of directors of Rockcastle Global Real Estate Company Limited