



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/03/2012)
("Rockcastle" or "the company")

SECOND SUPPLEMENT TO LISTING PARTICULARS

RELATING TO the placing, issue and listing of up to 100 000 000 additional Rockcastle shares at a minimum price equal to the 30-day volume weighted average traded price of Rockcastle shares prior to the date on which the placing opens, subject to the Mauritian Companies Act 2001, the Listing Rules and the JSE Limited Listings Requirements.

This second supplement to the Listing Particulars ("**second supplement**") should be read together with the Listing Particulars issued by Rockcastle on 28 May 2012 ("**Listing Particulars**") and the supplement to the Listing Particulars issued on 13 July 2012 ("**first supplement**").

The definitions set out on pages 6 and 7 of the Listing Particulars have, where appropriate, been used in this second supplement.

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these Listing Particulars have consented in writing to the inclusion of their names in the capacity stated and have not withdrawn their written consent prior to the dissemination of these Listing Particulars.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 May 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 13 August 2012 for the listing of up to 100 000 000 additional Rockcastle shares on the Official List of the SEM on or about 22 August 2012. The share capital of Rockcastle will be increased from 16 201 000 to 116 201 000 following the further share issue. The market capitalisation of Rockcastle on the JSE Limited ("**JSE**") will be increased to reflect the further share issue.

Mauritian management company



Corporate advisor



Sponsor



Date and place of incorporation of the company

30 March 2012, Mauritius

Date of issue: 13 August 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 10 000 000 Rockcastle shares at US\$1.00 per share; and
 - 1.1.2. the listing of Rockcastle's shares on the SEM,and to provide information to targeted investors with regard to the issuer.
- 1.2. Subsequent to the issue of the Listing Particulars:
 - 1.2.1. the company placed 6 200 000 shares at US\$1.00 per share and listed on the SEM on 5 June 2012;
 - 1.2.2. the first supplement was issued by the company pertaining to the placing and issue of up to 10 000 000 additional Rockcastle shares to South African invited investors and the secondary listing of the share capital of the company on the Alternative Exchange of the JSE ("Alt^X") on 18 July 2012;
 - 1.2.3. 10 000 000 shares at the Rand equivalent of US\$1.00 per share were placed with invited investors in South Africa in terms of a private placement and the share capital of the company was listed on the Alt^X on 26 July 2012 and;
 - 1.2.4. the shareholders of Rockcastle authorised the issue of up to a further 100 000 000 shares in terms of a resolution dated 6 July 2012.

2. FURTHER PLACING AND ISSUE

- 2.1. The Company intends making an offer to targeted investors to subscribe for up to 100 000 000 Rockcastle shares at a minimum price equal to the 30-day volume weighted average traded price of Rockcastle shares prior to the date on which the offer opens.
- 2.2. In line with the Company's strategy of investing in real estate and companies, as further detailed in the Listing Particulars, the additional capital raised through this offer will be used by the Company to invest in listed real estate securities and/or direct property in selected jurisdictions.
- 2.3. Further details of the offer will be communicated to potential investors and the market in due course.

Signed at Ebene, Mauritius on 13 August 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