



**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  
JSE Code: 'ROC' SEM Code: 'Rock.N0000' ISIN: MU0364N00003  
(**LEC/P/01/2013**)  
(**"Rockcastle"** or **"the company"**)

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## FOURTH SUPPLEMENT TO LISTING PARTICULARS

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**RELATING TO** the placing, issue and listing of up to 220 000 000 additional Rockcastle shares at an issue price per share that is not less than the net asset value ("**NAV**") per Rockcastle share at the time any such issue and listing is announced, subject to the Mauritian Companies Act 2001, the SEM Listing Rules and the JSE Listings Requirements.

This fourth supplement to the Listing Particulars ("**fourth supplement**") should be read together with the Listing Particulars issued by Rockcastle on 28 May 2012 ("**Listing Particulars**"), the supplement to the Listing Particulars issued on 13 July 2012 ("**first supplement**"), the supplement to the Listing Particulars issued on 13 August 2012 ("**second supplement**") and the supplement to the Listing Particulars issued on 3 December 2012 ("**third supplement**").

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

These Listing Particulars include particulars given in compliance with the Listing Rules governing the Official Listing of Securities for the purpose of providing 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these Listing Particulars have consented in writing to the inclusion of their names in the capacity stated and have not withdrawn their written consent prior to the dissemination of these Listing Particulars.

The Listing Particulars were vetted by the Listing Executive Committee ("**LEC**") of the SEM, in conformity with the Listing Rules, on 25 May 2012.

Neither the LEC 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 5 June 2013 for the listing of up to 220 000 000 additional Rockcastle shares on the Official List of the SEM. The issued share capital of Rockcastle would increase from 220 000 000 to 440 000 000 if the total aggregate number of such further shares is issued. The market capitalisation of Rockcastle on the JSE will be increased to reflect any such the further share issues.

**Mauritian management company**



**JSE sponsor and corporate advisor**



**SEM sponsor**



**Date and place of incorporation of the company**

**30 March 2012, Mauritius**

Date of issue: 5 June 2013

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**CORPORATE INFORMATION**

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**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

**JSE sponsor and 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

**SEM sponsor**

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

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## LISTING PARTICULARS

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### 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<sup>X</sup>") 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<sup>X</sup> on 26 July 2012;
  - 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 and the second supplement was issued by the company pertaining to the placing and issue of these additional Rockcastle shares;
  - 1.2.5. on 24 August 2012 the company placed 101 799 000 shares at US\$1.03 per share through its Mauritian share register, comprising the 100 000 000 shares dealt with in the second supplement and 1 799 000 shares which were offered to targeted investors and not placed at the time of the company's listing on the SEM. The SEM approved the listing of the 101 799 000 Rockcastle shares on 25 May 2012;
  - 1.2.6. the shareholders of Rockcastle authorised the issue of up to a further 100 000 000 shares at a general meeting of shareholders held on 30 November 2012;
  - 1.2.7. on 6 December 2012, 22 000 000 shares were placed at ZAR9.64 per share through the company's South African register;
  - 1.2.8. on 11 March 2013, 80 000 000 Rockcastle shares were placed with existing shareholders through the company's Mauritian register at US\$1.20 per share; and
  - 1.2.9. on 27 May 2013 the shareholders of Rockcastle authorised the issue of up to a further 220 000 000 shares at a general meeting of shareholders of the company.

### 2. FURTHER PLACING AND ISSUE

- 2.1. The company intends placing, issuing and listing up to 220 000 000 additional Rockcastle shares at an issue price per share that is not less than the NAV per Rockcastle share at the time any such issue and listing is announced.

- 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 such offers will be communicated to potential investors and the market in due course.
- 2.4. There has been no significant change to the information provided in the Listing Particulars over the last 12 months.

Signed at Ebene, Mauritius on 5 June 2013 on behalf of Rockcastle Global Real Estate Company Limited

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**Craig Hallowes**

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