



Rockcastle Global Real Estate Company Limited  
(Incorporated in the Republic of Mauritius)  
(Registration number 108869 C1/GBL)  
SEM Code Rock.N0000  
JSE Code: ROC ISIN MU0364N00003  
("Rockcastle" or "the company")

---

## NOTICE OF GENERAL MEETING OF SHAREHOLDERS

---

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take arising from the following resolution, please consult your stockbroker, banker, attorney, accountant or other professional adviser immediately. Rockcastle has its primary listing on the Stock Exchange of Mauritius Limited ("**SEM**") and a secondary listing on the Alternative Exchange of the JSE Limited ("**JSE**").

In accordance with section 62 of the Mauritian Companies Act 2001 ("**Companies Act**"), a special resolution is required to reduce the stated capital of the company by USD 14.0 million and return this to shareholders by way of a cash distribution. Distributions declared by the company would ordinarily be paid out of retained earnings, however as of 30 June 2013 the company has no such earnings due to unrealised fair value losses on listed security investments. The company remains liquid and solvent and there has been an increase in net asset value for the 15 months from USD 1.00 to USD 1.15 per share. The board considers these fair value movements to be non-distributable items and accordingly the distributable income for the period ended 30 June 2013 was USD 21 849 340 which forms the basis for proposing the final distribution.

Notice is accordingly hereby given to the shareholders of the company who are recorded in the register as at the close of business on Friday, 6 September 2013, that a general meeting of the company will be held at Level 3, Alexander House, 35 Cybercity, Ebene, Mauritius on Friday, 13 September 2013 at 10:00 Mauritian time (08:00 South African time) to consider and, if deemed fit to pass, with or without modification, the following resolution approving the reduction of the stated capital of the company and approving a cash distribution by the company of USD 14.0 million for the period ending 30 June 2013.

#### Special Resolution 1:

"Resolved that the company is hereby authorised in accordance with the provisions of section 62 of the Companies Act and subject to satisfying the solvency test, to reduce the company's stated capital by an amount not exceeding USD 14.0 million for purposes of distributing the reserve created upon reduction of the stated capital as aforesaid by way of a distribution in cash of USD 14.0 million or USD cents 4.00 per share. Any director of the company be and is hereby authorised to sign all such documents and do all such things as may be necessary or incidental to the implementation of this resolution."

#### Form of proxy

A shareholder of the company entitled to attend and vote at the general meeting is entitled to appoint a proxy (who need not be a shareholder of the company) to attend, vote and speak in his/her stead.

A form of proxy is attached for the convenience of any Rockcastle shareholder who cannot attend the general meeting of Rockcastle shareholders or who wishes to be represented thereat. Forms of proxy may also be obtained on request from the company's registered office. The completed forms of proxy must be deposited at, posted, faxed or e-mailed for the attention of:

The Company Secretary  
Rockcastle Global Real Estate Company Limited  
Level 3, Alexander House,  
35 Cybercity, Ebene, Mauritius  
Tel no: (230) 403 0800  
Fax no: (230) 403 0801  
Email: [rgrecl@intercontinentaltrust.com](mailto:rgrecl@intercontinentaltrust.com)

to be received by not later than 10:00 Mauritian time (08:00 South African time) on Thursday, 12 September 2013.

The chairman of the general meeting may reject or accept any form of proxy which is completed and/or received other than in compliance with these notes.

Any alteration to the form of proxy, other than a deletion of alternatives, must be initialled by the signatory/ies.

Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to the form of proxy unless previously recorded by the company.

Please note that if you hold your Rockcastle shares through a Central Securities Depository Participant ("**CSDP**"), broker or the Central Depository and Settlement Company Limited ("**CDS**") but not in your own name, you must contact your CSDP, broker or CDS and obtain or furnish the necessary authority or instructions in respect of the general meeting. This must be done timeously and in accordance with the mandate between yourself and your CSDP, broker or CDS as the case may be.

By order of the board

Rockcastle Global Real Estate Company Limited  
Level 3, Alexander House,  
35 Cybercity, Ebene, Mauritius

14 August 2013



# ROCKCASTLE

GLOBAL REAL ESTATE COMPANY LIMITED

**Rockcastle Global Real Estate Company Limited**

(Incorporated in the Republic of Mauritius)

(Registration number 108869 C1/GBL)

SEM Code Rock.N0000

JSE Code: ROC ISIN MU0364N00003

("Rockcastle" or "the company")

## FORM OF PROXY – GENERAL MEETING OF SHAREHOLDERS

For use by shareholders at the general meeting of the company to be held on Friday, 13 September 2013 at 10:00 Mauritian time (08:00 South African time) at Level 3, Alexander House, 35 Cybercity, Ebene, Mauritius and at any adjournment of the general meeting.

I/We \_\_\_\_\_  
(FULL NAMES IN BLOCK LETTERS PLEASE)

of (Address) \_\_\_\_\_

being the holder(s) of  Rockcastle shares hereby appoint:

1. \_\_\_\_\_ or failing him/her

2. \_\_\_\_\_ or failing him/her

3. the chairperson of the general meeting of Rockcastle shareholders  
as my/our proxy to attend and speak and to vote for me/us and on my/our behalf at the general meeting of shareholders and at any adjournment thereof in the following manner:

	Number of votes		
	*For	*Against	*Abstain
Special resolution number 1 – approval of reduction and subsequent distribution of stated capital			

\*Mark "For", "Against" or "Abstain" as required. If no options are marked the proxy will be entitled to vote as he/she thinks fit.

Unless otherwise instructed my proxy may vote or abstain from voting as he/she thinks fit.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013

Signature \_\_\_\_\_

Assisted by me (where applicable) \_\_\_\_\_

(State capacity and full name) \_\_\_\_\_

**Note:**  
The completed forms of proxy must be deposited at, posted, faxed or e-mailed for the attention of:

The Company Secretary  
Rockcastle Global Real Estate Company Limited  
Level 3, Alexander House,  
35 Cybercity, Ebene, Mauritius  
Tel no: (230) 403 0800  
Fax no: (230) 403 0801  
Email: [rgrecl@intercontinentaltrust.com](mailto:rgrecl@intercontinentaltrust.com)

to be received by not later than 10:00 Mauritian time (and 08:00 South African time) on Thursday, 12 September 2013.