



# 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"  
JSE Code: 'ROC'  
ISIN: MU0364N00003  
(LEC/P/04/2013)  
Dated 22 November 2013  
(**"Rockcastle"** or **"the company"**)

---

## LISTING PARTICULARS

---

The definitions commencing on page 11 of these Listing Particulars have, to the extent appropriate, been used on this cover page.

At the company's Annual General Meeting held on 30 September 2013, the shareholders of Rockcastle authorised the issue of up to a further 440 000 000 shares at a price per share that is not less than the NAV per Rockcastle share at the time any such issue and listing is announced.

The company intends offering and issuing such additional shares by way of private placement or otherwise to existing shareholders or new investors all as may be permitted in terms of the Mauritian Companies Act 2001, the SEM Listing Rules, the Mauritian Securities Act 2005, the JSE Listings Requirements, the South African Companies Act, 2008 and any other applicable laws and regulations.

The details of any such offer will be communicated to targeted investors as and when such offer is made.

An application is being made to the SEM for the listing of up to 440 000 000 additional ordinary shares of Rockcastle on the SEM and the JSE.

Accordingly, these Listing Particulars have been prepared and issued:

- in compliance with the SEM Listing Rules governing the Official Listing of Securities, in respect of the listing of up to 440 000 000 additional Rockcastle shares at an offer price to be decided by the board in due course, which price shall not be less than the net asset value per Rockcastle share at the time any such offer, issue or placement is announced;
- for the purpose of providing updated information to the public with regard to the company.

**This document does not constitute an invitation to any person to subscribe for shares in the company.**

**Rockcastle has its primary listing on the SEM and a secondary listing on the JSE.**

A copy of these Listing Particulars is available in English, accompanied by the documents referred to under "Documents available for inspection" as set out in section five, paragraph 13 of these Listing Particulars.

The directors, whose names appear on page 15 and **Annexure 3**, collectively and individually, accept full responsibility for the accuracy or completeness of the information contained in these Listing Particulars 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 would make any statement herein misleading.

The corporate advisor, sponsor, management company, auditor and bankers 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 publication of these Listing Particulars.

This document may include forward-looking statements. Forward-looking statements are statements including, but not limited to, any statements regarding the future financial position of the company and its future prospects. These forward-looking statements have been based on current expectations and projections which, although the directors believe them to be reasonable, are not a guarantee of future performance.

The distribution of these Listing Particulars and the offer, sale or delivery of Rockcastle shares is restricted by law in certain jurisdictions. Therefore, persons who may come into possession of these Listing Particulars are advised to consult their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions. These Listing Particulars may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised.

The contents of this document should not be treated as advice relating to legal, taxation, investment or any other matters. Targeted investors should inform themselves as to (i) the legal requirements within their own respective country for the purchase, holding, transfer or other disposal of shares; (ii) any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of shares which they may encounter; (iii) the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of shares. Prospective investors must rely on their own representatives, including their own legal advisors and accountants, as to legal, tax, investment or any other related matters concerning the company and an investment therein. This document should be read in its entirety before making any application for shares.

These Listing Particulars have been vetted by the Listing Executive Committee of the SEM ("LEC"), in conformity with the Listing Rules, on 15 November 2013.

Neither the 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 15 November 2013 for the listing of up to 440 000 000 additional Rockcastle shares on the Official List of the SEM.

---

**Mauritian management company**



**Auditor**



**Sponsor**



**Lead corporate advisor and  
JSE Sponsor**



**Mauritian corporate advisor**

**and legal advisor as to Mauritian law**



---

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

30 March 2012, Mauritius

Date of issue: 22 November 2013

## CORPORATE INFORMATION

---

### Company details

Rockcastle Global Real Estate Company limited  
(Registration number: 108869 C1/GBL)  
SEM code: Rock.N0000  
JSE Code: ROC

ISIN: MU0364N00003

Level 3  
Alexander House  
35 Cybercity, Ebene

Mauritius

### Bankers

Standard Bank (Mauritius) Limited  
Level 9, Tower A  
1 Cybercity

Ebene

Mauritius

AfrAsia Bank Limited  
Bowen Square  
10 Dr Ferriere Street  
Port Louis  
Mauritius

### Company secretary

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

Mauritius

### Mauritian management company

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

### Transfer secretary in South Africa

Link Market Services South Africa  
Proprietary Limited  
(Registration number: 2000/007239/07)  
13<sup>th</sup> Floor

Rennie House  
19 Ameshoff Street  
Braamfontein  
2001  
(PO Box 4844, Johannesburg, 2000)  
South Africa

### Auditor

BDO & Co  
DCDM Building  
10, Frère Félix de Valois Street

Port Louis

Mauritius

### SEM Sponsor

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

### JSE Sponsor

Java Capital (Proprietary) Limited  
(Registration number: 2002/031862/07)  
Redefine Place  
2 Arnold Road  
Rosebank, Johannesburg  
2196  
(PO Box 2087, Parklands, 2121)

South Africa

### Corporate advisor and legal advisor to Mauritian Law

C&A Law (Registered as a Law Firm in Mauritius)  
Suite 1005, Level 1, Alexander House  
35 Cybercity, Ebene  
Mauritius

---

## TABLE OF CONTENTS

---

The definitions given on pages 11 to 13 of this document have been used in the following table of contents.

	<i>Page</i>
<b>Corporate information</b>	4
<b>Important dates and times</b>	7
<b>Introduction to Rockcastle and overview</b>	8
<b>Definitions</b>	11
<b>Listing Particulars</b>	
<b>Section One – Information on the company</b>	15
1. Introduction	15
2. Directors and management of the company	15
3. Incorporation, history and nature of business	16
4. Investment strategy, process and operations	16
5. Schedule of Investments	17
6. Company structure	17
7. Employees	17
8. Commissions paid and payable	17
9. Material contracts	17
10. Interests of directors and promoters	18
11. Expenses of the placement and listing	18
<b>Section Two – Details of the offer</b>	19
1. Purpose of capital raising and reasons for a listing on the SEM and the JSE	19
2. Anticipated applications of the proceeds of the placement(s)	19
3. Salient dates and times for shareholders	19
4. Terms, conditions and payment for shares on the SEM	19
5. Underwriting	21
6. The JSE and Alt <sup>x</sup>	21
<b>Section Three – Risk factors and risk management</b>	22 - 23

	<i>Page</i>
<b>Section Four – Statements and reports regulating the offer</b>	24
1 Working capital	24
2 Listing and dealings on SEM	24
3 Significant changes	24
<b>Section Five – Additional material information</b>	25
1 Historical financial information	25
2 Dividends and distribution	25
3 Acquisitions	25
4 Disposals	25
5 Advances, loans and borrowings	25
6 Corporate governance	27
7 Litigation	27
8 Directors' responsibility statement	27
9 Material commitments, lease payments and contingent liabilities	28
10 Material commitments in respect of acquisition and erection of buildings, plant and machinery	28
11 Principal immovable property leased or owned	28
12 Taxation	28
13 Documentation available for inspection	28
<b>Annexure 1 Structure</b>	30
<b>Annexure 2 Share capital and shareholding</b>	31
<b>Annexure 3 Directors, executive management, founders, appointment, qualification, remuneration and borrowing powers</b>	35
<b>Annexure 4 Historical financial information of Rockcastle</b>	42
<b>Annexure 5 Corporate governance statement</b>	43
<b>Annexure 6 Extracts from the Constitution of the company</b>	51
<b>Annexure 7 Company strategy, process and operations</b>	57
<b>Annexure 8 Schedule of investments</b>	58

---

## **IMPORTANT DATES AND TIMES**

---

**Further details of any offer, including salient dates and time, the number of shares being offered and the offer price will be communicated to targeted investors and the market in due course.**

---

## INTRODUCTION TO ROCKCASTLE AND OVERVIEW

---

The definitions commencing on page 11 of these Listing Particulars have, where appropriate, been used in this section.

### 1. INCORPORATION AND LISTING

- 1.1 The company was established in Mauritius on 30 March 2012 as a category one Global Business License company.
- 1.2 Rockcastle listed on the SEM on 5 June 2012 and on the Alt<sup>X</sup> on 26 July 2012. Rockcastle conducts its business from Mauritius and its board includes four Mauritian resident directors.
- 1.3 On 28 May 2012, Rockcastle issued Listing Particulars relating to:
  - 1.3.1 the placement of up to 10 000 000 Rockcastle shares at US\$1.00 per share; and
  - 1.3.2 the listing of Rockcastle's shares on the SEM,and to provide information to targeted investors with regard to the company.
- 1.4 Subsequent to the issue of the Listing Particulars:
  - 1.4.1 the company placed 6 200 000 shares at US\$1.00 per share and listed on the SEM on 5 June 2012;
  - 1.4.2 the first supplement was issued by the company pertaining to the placement 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 Alt<sup>X</sup> on 26 July 2012;
  - 1.4.3 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;
  - 1.4.4 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 placement and issue of these additional Rockcastle shares;
  - 1.4.5 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;
  - 1.4.6 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 and the third supplement was issued by the company on 3 December 2012 pertaining to the placement and issue of these additional Rockcastle shares;
  - 1.4.7 on 6 December 2012, 22 000 000 shares were placed at ZAR9.64 per share through the company's South African register;



- 1.4.8 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 comprising the balance of the shares dealt with in the third supplement;
- 1.4.9 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 and the fourth supplement was issued by the company on 5 June 2013\_pertaining to the placement and issue of these additional Rockcastle shares;
- 1.4.10 on 20 June 2013, 130 000 000 Rockcastle shares were placed with existing shareholders through the company's Mauritian register at US\$1.30 per share;
- 1.4.11 on 30 September 2013, the shareholders of Rockcastle authorised the issue of up to a further 440 000 000 shares at the annual general meeting of shareholders of the company issue at a price per share that is not less than the NAV per Rockcastle share at the time any such issue and listing is announced; and
- 1.4.12 on 15 October 2013, 90 000 000 Rockcastle shares were placed with existing shareholders through the company's South African register at ZAR13.00 per share comprising the balance of the shares dealt with in the fourth supplement.

## **2. OVERVIEW OF ROCKCASTLE**

### **2.1 Introduction**

Rockcastle's primary objective is to invest in real estate assets and companies that have competitive yields and with the prospect of capital growth. Its investments may comprise global real estate securities, unlisted or over-the-counter real estate securities, other instruments derived from such real estate securities, a global portfolio of direct property assets, including commercial property development projects, existing properties and/or real estate companies. Further information on Rockcastle's investment strategy, process and operations is detailed in Annexure 7. Investments made by the company as at 30 June 2013 are set out in Annexure 8.

### **2.2 Investment strategy**

Rockcastle's investments comprise listed real estate securities in selected developed jurisdictions including Canada, New Zealand, Australia, Singapore, France, the Netherlands, Hong Kong, the United States and the United Kingdom. It is the board's view that the real estate investment vehicles established and listed in these jurisdictions have attractive yields and fundamentally sound property portfolios that represent attractive investment opportunities. These investments will be held directly, or via subsidiaries incorporated in various jurisdictions for the purposes of maximising the tax efficiencies of Rockcastle's investments, a critical consideration when investing globally.

Rockcastle receives regular distributions from its investments which it aggregates and pays over to investors as dividends on a semi-annual basis.

Rockcastle is able to enhance returns through gearing strategies. These strategies include interest bearing debt of varying maturities, and short strategies. Rockcastle may employ hedging strategies on both interest rates and currencies.

Further information on Rockcastle's investment strategy, process and operations is detailed in Annexure 7. Investments made by the company as at 30 June 2013 are set out in Annexure 8.

### **2.3 Listing on additional exchanges**

Rockcastle will consider listing on other recognised international stock exchanges to broaden its investor base and source additional capital to fund growth aspirations, and to:

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

---

## DEFINITIONS

---

In this document and the annexures hereto, unless the context indicates otherwise, references to the singular include the plural and *vice versa*, words denoting one gender include the others, expressions denoting natural persons include juristic persons and associations of persons and *vice versa*, and the words in the first column have the meanings stated opposite them in the second column, as follows:

“Alt <sup>X</sup> ”	the Alternative Exchange of the JSE;
“business day”	any day other than a Saturday, Sunday or official public holiday in Mauritius or South Africa;
“CAD”	Canadian Dollar;
“CDS”	Central Depository and Settlement Company Limited approved under the Securities (Central Depository, Clearing and Settlement) Act 1996 of Mauritius;
“certificated shares”	shares in respect of which physical share certificates will be issued;
“the company” or “Rockcastle”	Rockcastle Global Real Estate Company Limited (Registration number 108869 C1/GBL), a company incorporated under the laws of Mauritius and holding a category one Global Business License issued by the FSC;
“Constitution”	the constitution of the company dated 30 September 2013;
“CSDP”	a Central Securities Depository Participant appointed by a shareholder for purposes of and in regard to dematerialisation and to hold and administer shares on behalf of a shareholder in South Africa;
“dematerialise” or	the process whereby physical share certificates are replaced with electronic records
“dematerialisation”	of ownership under CDS with the duly appointed broker, as the case may be, or under Strate and recorded in the sub-register of shareholders maintained by a CSDP or broker;
“dematerialised shareholder”	a holder of dematerialised shares;
“dematerialised shares”	shares which have been dematerialised and deposited in the CDS or incorporated into the Strate system;
“directors” or “the board” or	the directors of the company as at the date of these Listing Particulars, further
“board of directors”	details of whom appear in <b>Annexure 3</b> of these Listing Particulars;
“EUR”	Euro, the official currency of the Eurozone;
“Exchange Control Regulations”	the Exchange Control Regulations of South Africa issued under the Currency and Exchanges Act, 1933;
“FSC”	the Financial Services Commission of Mauritius;
“GBL1”	a category one Global Business License issued under the Financial Services Act 2007;
“GBP”	British Pound;

“HKD”	Hong Kong Dollar;
“IFRS”	International Financial Reporting Standards;
“Income Tax Act”	South Africa’s Income Tax Act, 1962, as amended;
“investment strategy”	the investment strategy of the company as determined by the board, further details of which are contained in section 1, paragraph 4 of this document;
“invited investors”	those private clients, selected financial institutions and retail investors who have been invited to participate in the SA private placement;
“ITL”	Intercontinental Trust Limited, further details of which are set out in the “Corporate Information” section;
“JAVA Capital”	Java Capital (Proprietary) Limited (Registration number 2002/031862/07) and Java Capital Trustees and Sponsors (Proprietary) Limited (Registration number 2006/005780/07), private companies incorporated in accordance with the laws of South Africa, further details of which are set out in the “Corporate Information” section;
“JSE”	JSE Limited (Registration number 2005/022939/06), a company duly registered and incorporated with limited liability under the company laws of South Africa, licensed as an exchange under South Africa’s Securities Services Act, 2004;
“JSE Listing Requirements”	JSE Listings Requirements, as amended from time to time;
“last practicable date”	the last practicable date prior to the finalisation of these Listing Particulars,  being 15 November 2013;
“LEC”	Listing Executive Committee of the SEM;
“listing”	the listing in terms of the Listing Rules of the SEM and JSE Listing Requirements of the Alt <sup>x</sup> ;
“listing date”	the anticipated date of listing of the shares;
“Listing Particulars”	this document and its annexures, dated 22 November 2013, which have been prepared in compliance with the Listing Rules;
“Listing Rules”	the Listing Rules of the SEM governing the Official Market;
“management”	the current management of the company, as detailed in <b>Annexure 3</b> ;
“Mauritian Companies Act”	the Mauritian Companies Act 2001 (Act 15 of 2001) as amended;
“Mauritian private placement”	an offer to targeted investors to subscribe for additional Rockcastle shares at a price per share in US\$ prior to the listing of the Rockcastle shares on the SEM and the JSE;
“Mauritius”	the Republic of Mauritius;
“Official List”	the list of all securities admitted for quotation on the SEM Official Market;
“placement”	an offer to targeted/ invited investors to subscribe for Rockcastle shares;
“placement shares”	Rockcastle shares being offered pursuant to the placement;
“REIT”	either a listed or unlisted Real Estate Investment Trust;

<b>“South African Companies Act”</b>	the South African Companies Act 2008 (Act 71 of 2008) as amended;
<b>“SA Government”</b>	the Government of South Africa;
<b>“SA private placement”</b>	an offer to invited investors to subscribe for additional Rockcastle shares at a price per share in ZAR prior to the listing of the Rockcastle shares on the JSE and the SEM;
<b>“SA transfer secretaries”</b>	Link Market Services South Africa (Proprietary) Limited (Registration number 2000/007239/07), a private company incorporated in accordance with the company laws of South Africa and the South African transfer secretaries to the company, further details of which are set out on in the “Corporate Information” section;
<b>“SEM”</b>	the Stock Exchange of Mauritius Limited established under the repealed Stock Exchange Act 1988 of Mauritius;
<b>“SEM Official Market”</b>	the Official List of the SEM;
<b>“SGD”</b>	Singapore Dollar;
<b>“SENS”</b>	the Stock Exchange News Service of the JSE;
<b>“shares” or “Rockcastle shares”</b>	ordinary no par value shares in the share capital of the company;
<b>“shareholder”</b>	a holder of shares;
<b>“South Africa” or “SA”</b>	the Republic of South Africa;
<b>“Strate”</b>	Strate Limited (Registration number 1998/022242/06), a public company incorporated in accordance with the company laws of South Africa and the electronic clearing and settlement system used by the JSE to settle trades;
<b>“targeted investors”</b>	those private clients, selected financial institutions and retail investors who have been invited to participate in the Mauritian private placement;
<b>“US\$”</b>	United States Dollar; and
<b>“ZAR” or “Rand”</b>	South African Rand.



## Rockcastle Global Real Estate Company Limited

(Incorporated in the Republic of Mauritius)  
(Registration number 108869 C1/GBL)  
("Rockcastle" or "the company")

---

### Directors of the company

Craig Hallowes<sup>^</sup>

Stephen Delport<sup>^</sup>  
Paul Pretorius<sup>#</sup>

Mark Olivier<sup>#</sup>

Rory Kirk<sup>#</sup>

Yan Chong Ng Cheng Hin<sup>#</sup>  
Andries de Lange<sup>^</sup>  
Alex Morar<sup>\*</sup>

---

<sup>^</sup> South African

<sup>#</sup> Mauritian Resident

<sup>\*</sup> Romanian

---

---

## SECTION ONE – INFORMATION ON THE COMPANY

---

### 1. INTRODUCTION

The purpose of this document is to provide information to investors in relation to the company and its activities.

### 2. DIRECTORS AND MANAGEMENT OF THE COMPANY

#### 2.1 Rockcastle's board of directors

**Annexure 3** contains the following information:

- 2.1.1 details of directors and executive management including their names, addresses, qualifications, occupations and experience;
- 2.1.2 information concerning the appointment, remuneration, terms of office and borrowing powers of the directors;
- 2.1.3 directors' interests;
- 2.1.4 directors' declarations; and
- 2.1.5 directors' other directorships and partnerships.

#### 2.2 Management company

ITL acts as the management company, company secretary and registrar to Rockcastle and its duties will include:

- 2.2.1 maintaining statutory registers such as the register of members, directors and directors' interests;
- 2.2.2 filing statutory returns and forms with the relevant authorities;
- 2.2.3 providing the relevant information and assistance to the auditors;
- 2.2.4 providing the board of directors with guidance as to its duties, responsibilities and powers; and
- 2.2.5 ensuring compliance with anti-money laundering legislation.

ITL charges an approximate annual fee of US\$16 000 for rendering these services to the company.

#### 2.3 Areas of responsibility

- 2.3.1 The board of the company is responsible for the management of the company and strategic decision making and implementation.
- 2.3.2 Most administrative and secretarial functions are carried out by ITL in Mauritius.
- 2.3.3 The company uses the services of global brokers for the trading and custody of listed securities and other instruments.
- 2.3.4 The board leverages off existing operations within ITL and associated companies for operations management, finance and accounting.

### **3. INCORPORATION, HISTORY AND NATURE OF BUSINESS**

#### **3.1 Incorporation, name and address**

3.1.1 Rockcastle was incorporated on 30 March 2012 in Mauritius and holds a category one Global Business License in accordance with the Companies Act 2001 and the Financial Services Act 2007 of Mauritius and has been operational since 4 April 2012. The company's registered address is Level 3, Alexander House, 35 Cybercity, Ebene, Mauritius.

3.1.2 Rockcastle was listed on the SEM on 5 June 2012 and on the Alt<sup>x</sup> on 26 July 2012.

#### **3.2 Listings on the SEM and JSE**

3.2.1 Rockcastle was established in Mauritius in order to take advantage of Mauritius' business infrastructure and the double tax agreements that Mauritius has negotiated with many of the jurisdictions in which the company is investing or intends to invest.

3.2.2 Rockcastle listed on the JSE to broaden its investor base and source additional capital to fund growth aspirations, and to:

3.2.2.1 enhance potential investors' awareness of the company;

3.2.2.2 improve the depth and spread of the shareholder base of the company, thereby improving liquidity in the trading of its securities;

3.2.2.3 provide targeted investors the opportunity to participate directly in the income streams and future capital growth of the company; and

3.2.2.4 provide targeted investors with an additional market for trading the company's shares.

#### **3.3 Financial year-end**

The financial year-end of the company is the last day of June each year.

### **4. INVESTMENT STRATEGY, PROCESS AND OPERATIONS**

4.1 Rockcastle invests in real estate, whether through investments in direct property or through real estate securities, or instruments or securities derived from such investments. The investment strategy includes investments in derivative instruments, such as portfolio or asset swaps in order to gain the benefits of gearing and will further include listed and unlisted instruments, for example, in real estate holding companies.

4.2 The focus for Rockcastle is on the aggressive and proactive management of both the portfolio of securities and properties, in order to enhance returns and capital values for investors. Operational and administrative functions are carefully managed and supervised from Rockcastle's Mauritian office.

4.3 Rockcastle receives regular distributions from its investments which it aggregates and pays over to investors as dividends on a semi-annual basis.

4.4 An outline of Rockcastle's investment strategy, process and operations as at the last practicable



date is presented in **Annexure 7** so as to provide invited/targeted investors with insight into Rockcastle's likely investments in the future and is not intended to limit the broad objectives as outlined above. These investment strategies, processes and operations are reviewed by the board on a regular basis so as to ensure that the company is meeting its defined objectives.

## **5. SCHEDULE OF INVESTMENTS**

The company has made several investments in listed securities since its listing on the SEM and the AltX. The company's investments as at the 30 June 2013 are set out in **Annexure 8**.

## **6. COMPANY STRUCTURE**

### **6.1 Company structure**

The company structure is set out in **Annexure 1**.

### **6.2 Share capital**

Information regarding the issued share capital of the company, the shareholders of the company holding in excess of 5% of the issued share capital, alterations of capital, a summary of all offers of shares by the company to the public since incorporation and ancillary information is set out in **Annexure 2**.

### **6.3 Constitution**

Extracts from the company's Constitution are set out in **Annexure 6**.

## **7. EMPLOYEES**

Other than its executive directors, the company has two employees based in South Africa.

## **8. COMMISSIONS PAID AND PAYABLE**

8.1 Since the incorporation of the company, no commissions, discounts, brokerages or royalties have been paid nor have any other special terms been granted by the company in connection with the issue or sale of any securities, shares or debentures in the capital of the company.

8.2 Since incorporation, there have been no commissions paid or are payable in respect of underwriting by the company.

8.3 Since incorporation, the company has not paid any material technical or secretarial fees.

8.4 Since incorporation, the company has not entered into any promoter's agreements and as a result no amount has been paid or is payable to any promoter.

## **9. MATERIAL CONTRACTS**

Material contracts with major international financial institutions have been entered into in order to utilise their prime broking platforms and various derivative instruments offered by these institutions. All such contracts have been entered into in the ordinary course of business by the company.

## 10. INTERESTS OF DIRECTORS AND PROMOTERS

Details of directors' interests in the share capital of the company and directors' emoluments are set out in paragraph 3 and paragraph 11, respectively, of **Annexure 3**.

## 11. EXPENSES OF THE PLACEMENT AND LISTING

The estimated expenses relating to the capital raising, will be paid out of the proceeds of the private placement.

The estimated expenses relating to the capital raising and listing are set out below.

	US Dollar	South African Rand
Company secretarial fee payable to Intercontinental Trust	1 500	
Corporate advisory and sponsor fees payable to Java Capital		20 000
Printing, publication, distribution and advertising costs	5 000	
SEM application fees	3 100	
<b>Total</b>	<b>9 600</b>	<b>20 000</b>

---

## **SECTION TWO – DETAILS OF THE APPLICATION FOR LISTING**

---

### **1 PURPOSES OF THE APPLICATION FOR LISTING**

- 1.1 The listing of the additional Rockcastle shares on the SEM and the JSE will provide the company with the necessary capital to pursue its investment strategy as detailed in Annexure 7.
- 1.2 The company will undertake placement(s) in Mauritius or South Africa for purposes of offering for subscription up to an additional 440 000 000 Rockcastle shares.

### **2 ANTICIPATED APPLICATION OF THE PROCEEDS OF THE PLACEMENT(S)**

Further information on Rockcastle's investment strategy, process and operations is detailed in Annexure 7.

### **3 SALIENT DATES AND TIMES FOR SHAREHOLDERS**

Further details of any offer, including salient dates and time, the number of shares being offered and the offer price will be communicated to potential investors and the market in due course.

### **4 TERMS, CONDITIONS AND PAYMENT FOR SHARES ON THE SEM**

#### 4.1 Participation in the placement(s)

The placement shares will only be issued in dematerialised form. No certificated shares will be issued.

#### 4.2 Application, payment and trading of shares to be listed on the SEM

- 4.2.1 Shares may only be traded on the SEM in electronic form (dematerialised units). Trades will be settled on the basis of trade + 3 days on a strict delivery versus payment basis. Final and irrevocable transfer of funds will occur through the central bank with same day funds on the settlement date. Settlement will be made through the CDS.
- 4.2.2 If any applicant has any doubt as to the mechanics of the CDS, the applicant should consult with his investment dealer or other appropriate advisor and is also referred to the SEM website at [www.stockexchangeofmauritius.com](http://www.stockexchangeofmauritius.com) for additional information.
- 4.2.3 Some of the principal features of the CDS are as follows:
  - (a) electronic records of ownership replace share certificates and physical delivery of certificates;
  - (b) trades executed on the SEM are settled within 3 business days; and

- (c) all investors owning dematerialised shares or wishing to trade their shares on the SEM are required to appoint an investment dealer to act on their behalf and to handle their settlement requirements.

### **4.3 Issue and allocation of shares**

Shares will be allotted subject to the provisions of the Constitution of the company and will rank *pari passu* in all respects, including dividends, with any existing issued shares of that particular class.

The shares which are the subject of the placement(s) are not subject to any conversion or redemption provisions. The basis of allocation of the shares will be determined on an equitable basis by the board.

It is intended that notice of the allocations will be announced in due course, and after agreement by the board of Rockcastle.

Successful applicants' accounts with their broker will be credited with the allocated shares and shall be allocated on the settlement date on a 'delivery-versus-payment' basis and CDS accounts of successful applicants for shares shall be credited accordingly.

### **4.4 Representation**

4.4.1 Any person applying for or accepting the shares shall be deemed to have represented to the company that such person was in possession of a copy of these Listing Particulars at that time.

4.4.2 Any person applying for or accepting shares on behalf of another:

4.4.2.1 shall be deemed to have represented to the company that such person is duly authorised to do so and warrants that such person and the purchaser for whom such person is acting as agent is duly authorised to do so in accordance with all relevant laws;

4.4.2.2 guarantees the payment of the issue price; and

4.4.2.3 warrants that a copy of these Listing Particulars was in the possession of the purchaser for whom such person is acting as agent.

### **4.5 Over-subscription**

If the company has received applications in excess of 440 000 000 shares, the board of the company reserves the right to issue further ordinary shares subject to shareholders' approval in which case, (i) the pre-emptive provisions under the Constitution of the company shall apply, (ii) an application for the additional shares to be issued and listed shall be made to the SEM.

### **4.6 Simultaneous issues**

No shares of the same class are issued or to be issued simultaneously or almost simultaneously with the issue of shares for which application is being made.

#### **4.7 Anti-Money Laundering provisions**

As part of its responsibility for the prevention of money laundering, the company will require a detailed verification of each shareholder's identity and the source of the payment. Depending on the circumstances of each shareholder, detailed verification might not be required in the case of shareholders qualifying under the reduced or simplified due diligence regime based on Clause 5.5 of the Code on the Prevention of the Money Laundering & Terrorist Financing issued by the FSC in 2012.

The company reserves the right to request such information as is necessary to verify the identity of a subscriber or shareholder at any time after the application for subscription. In the event of delay or failure by the shareholder to produce any information required for verification purposes, the company may refuse to accept the application and the subscription monies relating thereto.

### **5 UNDERWRITING**

The private placement(s) will not be underwritten.

### **6 THE JSE AND ALTX**

Any announcement relating to, and listing of, Rockcastle shares on the JSE or the **ALTX** has to comply with the Constitution of the company, the Companies Act of South Africa and the JSE Listing Requirements.

## SECTION THREE – RISK FACTORS AND RISK MANAGEMENT

Risk is the volatility of unexpected outcomes. Within the Rockcastle framework, this would specifically relate to the adverse impact on the value of its assets, equity or earnings. Risk management is the discipline by which these risks are identified, assessed and prioritised. It is essential to understand the multiple dimension of risk in order to manage these effectively, with the aim of increasing shareholder value.

Risk management is essential for improved performance, growth and sustainable value creation. The process for identifying and managing risks has been set by the board. The board of directors has overall responsibility for risk management but has delegated the responsibility for monitoring risk management processes and activities to Rockcastle's risk committee. The day-to-day responsibility for risk management, including maintaining an appropriate internal control framework, remains the responsibility of Rockcastle's executive management.

Risk management is an integral part of the company's strategic management and is the mechanism through which risks associated with the company's activities are addressed. The key objectives of the risk management system include:

- the identification, assessment and mitigation of risks on a timely basis;
- the provision of timely information on risk situations and appropriate risk responses;
- the identification of potential opportunities which would result in increasing firm value; and
- the instillation of a culture of risk management in Rockcastle.

Risks are monitored via the risk management framework in terms of which management identifies risks, documents these in the risk matrix and assesses the probability of their occurrence as well as the potential impact of the risk on the organisation. Each identified risk is then managed and, where possible, mitigated. Due to the dynamic nature of the economic environment in which Rockcastle operates, risks, and the impact thereof, change constantly. Accordingly, risk management is a dynamic and ongoing discipline which is continuously adapted to its environment.

The risk management framework is presented to the risk committee on an annual basis. The key risks include:

<b>Key risk</b>	<b>Business impact</b>	<b>Mitigation of the risk</b>
Risk of losses due to currency fluctuations	Distributable income is reduced due to foreign exchange fluctuations.	Rockcastle hedges its exposure to currency risk by funding the purchase of counters in the local currency for that counter.
Risk of underperformance of investments specifically forecasted distributions not being received.	Distributable income is reduced due to the reduction of distributions received from investments.	Management monitors the performance of the counters on a daily basis. All investments are made in accordance with the investment mandate and the board monitors compliance with such mandates on a quarterly basis.
Risk of losses owing to movements in the level or volatility of market prices.	Net asset value is reduced due to losses incurred, which in turn reduces the Rockcastle share price.	Management monitors the performance of the counters on a daily basis. All investments are made in accordance with the investment mandate and the board monitors compliance with such mandates on a quarterly

		basis.
Rockcastle is built on the expertise of the management team. Executive management is critical in the day-to-day operations of the business through their expertise and experience in the analysis of the market and the identification of suitable investment opportunities.	Skilled and experienced staff may not be retained.	The remuneration of key staff is aligned with the interests of shareholders.
Deterioration in the company's credit profile, a decline in debt market conditions or a general rise in interest rates could impact the cost and availability of funding.	The cost of financing increases substantially reducing distributable income.	The company monitors its key financial ratios. Interest rate risk is mitigated through the use of bond shorts in multiple currencies and jurisdictions.
Inability to refinance debt at acceptable rates and over-exposure to a single financial institution.	Higher finance costs result in lower distributable income.	Concentration exposure to one financial institution is avoided.
Business continuity risk	Business interruption may have a severe impact on the operations of Rockcastle and may reduce distributable income.	Rockcastle has a business continuity plan which includes the daily backup of data which is tested regularly.
Investing on international markets increases operational, regulatory and other risks	Non-compliance with regulatory requirements could lead to fines, penalties and censures.	This risk is mitigated through the collaboration of the risk committee, the executives, and Rockcastle's legal advisors and service providers in identifying and ensuring compliance with regulatory requirements.

## Opportunities

Given the current global economic recession, a number of property investments are trading at a discount to net asset value or at attractive yields. Rockcastle will assess these opportunities in line with guidance from the investment committee.

---

## **SECTION FOUR – STATEMENTS AND REPORTS REGULATING THE OFFER**

---

### **1. WORKING CAPITAL**

The directors of the company are of the opinion that the working capital available to Rockcastle is sufficient for the company's present requirements, that is, for at least the next 12 months from the date of issue of these Listing Particulars.

### **2. LISTING AND DEALINGS ON SEM AND JSE**

An application is being made for the listing of up to 440 000 000 additional ordinary shares of Rockcastle on the SEM and the JSE.

### **3. SIGNIFICANT CHANGES**

There has been no significant change in the financial or trading position of Rockcastle since 30 June 2013, the date on which the financial information of the company set out in Annexure 4 was prepared.



---

## SECTION FIVE – ADDITIONAL MATERIAL INFORMATION

---

### 1. HISTORICAL FINANCIAL INFORMATION

The historical financial information of Rockcastle for the fifteen month period ended 30 June 2013 is set out in **Annexure 4**. The preparation of the historical information falls under the responsibility of the directors of the company.

### 2. DIVIDENDS AND DISTRIBUTION

No shares of the company are currently in issue with a fixed date on which entitlement to dividends arises and there are no arrangements in force whereby future dividends are waived or agreed to be waived.

### 3. ACQUISITIONS

In line with Rockcastle's strategy of acquiring direct property assets, the board has agreed to acquire a 50% interest in Kafubu Mall on completion. This 12 500m<sup>2</sup> retail property is located in Ndola, Zambia, and is anchored by Shoprite and includes Foschini, Jet, Pep and a number of other South African retailers. The developer will retain a 50% interest in the development and will also provide property management services. The Kafubu Mall is scheduled to open in April 2014. Rockcastle has in principle agreed to acquire interests in two further retail developments in Zambia, details of which will be announced once the agreements have been finalised.

Rockcastle's board has also agreed to acquire a 50% interest in Mukuba Mall on completion. This 29 000m<sup>2</sup> retail property is located in Kitwe, Zambia, and is anchored by Shoprite, Pick n Pay and Game and includes Edgars, OK Furnishers and a number of other South African retailers. Once again, the developer will retain a 50% interest in the development and will also provide property management services. The Mukuba Mall is scheduled to open in December 2014.

Rockcastle has in principle agreed to acquire an interest in another retail developments in Zambia, details of which will be announced once the agreements have been finalised.

### 4. DISPOSALS

No material immovable property, fixed assets, securities in subsidiaries or businesses have been disposed of by the company in the three years preceding the last practicable date nor are any of these to be disposed of in the first six months following listing.

### 5. ADVANCES, LOANS AND BORROWINGS

#### 5.1 ROCKCASTLE MANAGEMENT INCENTIVE LOAN ("MIL") EXTRACT

The Rockcastle management incentive loans were approved by the board during the last financial period.

The purpose of the incentive is to provide employees with an incentive linked to the growth of the company's long-term value as measured by the share price. This form of long-term incentivisation is designed to provide an incentive programme that will contribute to the achievement of the company's objectives and enhance shareholder value. Directors and employees are provided with a 10-year loan to facilitate the purchase of Rockcastle shares which are pledged as security for the aforesaid loan.

	% of issued shares	Number of shares	Loan balance USD
Shares issued to directors and employees in terms of MIL	1,03%	3 600 000	4 387 488

The participants in the MIL carry the risk associated with the shares issued to them. The disclosure includes all shares issued since incorporation. The MIL bear interest at the weighted average cost of funding of the company for the period ended 30 June 2013. The loans are secured by 3 600 000 shares in Rockcastle with a fair value of USD 4,86 million. The value of security held for each individual loan exceeds the amount of the related loan. The loans are payable on the tenth anniversary of the loan being granted.

Details of the shares issued to directors in terms of the Rockcastle MIL as at 30 June 2013 are as follows;

	Number of shares issued	Date of issue	Issue price USD per share	Employee asset as recorded in the financials USD
Craig Hallowes	750 000	24 Aug 12	1,05	787 500
	1 000 000	14 Jun 13	1,35	1 350 000
Stephen Delpont	750 000	24 Aug 12	1,05	787 500
	500 000	14 Jun 13	1,35	675 000
Paul Pretorius	500 000	14 Jun 13	1,35	675 000

## 5.2 INTEREST-BEARING BORROWINGS EXTRACT

The company's interest-bearing borrowings comprise short selling of government bonds as well as short term interest-bearing borrowings. The borrowing facilities, together with shareholder stated capital, are used to fund the company's investment activities. The company's investment mandate allows the company to have borrowings of up to 65% of the total asset value. Short term interest-bearing borrowings are measured at amortised cost. Interest-bearing borrowings pertaining to bond shorts are measured at fair value which is calculated using quoted market prices at the reporting period..

2013

Bond shorts	Yield to maturity	Date of maturity	Fair value USD	Carrying amount USD
USA	1,90%	November 2022	18 656 251	18 656 251
USA	0,84%	November 2017	4 871 875	4 871 875
Europe	1,33%	February 2023	12 798 308	12 798 308
Europe	0,36%	October 2017	6 480 481	6 480 481
UK	2,00%	September 2022	14 353 317	14 353 317
Canada	1,94%	June 2022	9 809 891	9 809 891
			66 970 123	66 970 123

<b>Interest-bearing borrowings-short term</b>	<b>Nominal rate</b>	<b>interest</b>	<b>Maturity</b>	<b>Fair value USD</b>	<b>Carrying amount USD</b>
Australia	1-month Australia Bank Bill + 0,65%		Less than one year	70 064	70 064
Europe	1-month EURIBOR + 0,35%		Less than one year	29 536 813	29 536 813
UK	1-month LIBOR + 0,35%		Less than one year	16 082 810	16 082 810
Singapore	1-month Association of Banks in Singapore Swap +0,5%		Less than one year	16557 788	16557 788
Canada	1-month CDOR + 0,65%		Less than one year	18 166 171	18 166 171
USA	Federal Funds Effective Rate + 0,575%		Less than one year	36 064 061	36 064 061
Europe	EONIA + 0,675%		Less than one year	58 695 923	58 695 923
UK	Overnight SONIA + 0,675%		Less than one year	20 672 165	20 672 165
Singapore	1-month SIBOR + 0,675%		Less than one year	32 102 043	32 102 043
Canada	CABROVER + 0,3%		Less than one year	437 038	437 038
				<b>228 384 876</b>	<b>228 384 876</b>

## 6. CORPORATE GOVERNANCE

The company's corporate governance statement is set out in **Annexure 5**.

## 7. LITIGATION

The company is not involved in any governmental, legal or arbitration proceedings and, in so far as the directors are aware, there are no governmental, legal or arbitration proceedings pending or threatened against them, or being brought by the company during the 12 months preceding the date of this document which may have, or have had in the recent past, a significant effect on the financial position or profitability of the company.

## 8. DIRECTORS' RESPONSIBILITY STATEMENT

The directors whose names are given in **Annexure 3**:

- have considered all statements of fact and opinion in this document;
- collectively and individually, accept full responsibility for the accuracy of the information given;
- certify that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement false or misleading;
- have made all reasonable enquiries in this regard; and
- certify that, to the best of their knowledge and belief, these Listing Particulars contains all information required by law and the Listing Rules.

## **9. MATERIAL COMMITMENTS, LEASE PAYMENTS AND CONTINGENT LIABILITIES**

The company does not have any capital commitments, financial lease payments and contingent liabilities as at the last practicable date other than in the ordinary course of business.

## **10. MATERIAL COMMITMENTS IN RESPECT OF ACQUISITION AND ERECTION OF BUILDINGS, PLANT AND MACHINERY**

In line with Rockcastle's strategy of acquiring direct property assets, the board has agreed to acquire a 50% interest in Kafubu Mall on completion. This 12 500m<sup>2</sup> retail property is located in Ndola, Zambia, and is anchored by Shoprite and includes Foschini, Jet, Pep and a number of other South African retailers. The developer will retain a 50% interest in the development and will also provide property management services. The Kafubu Mall is scheduled to open in April 2014. Rockcastle has in principle agreed to acquire interests in two further retail developments in Zambia, details of which will be announced once the agreements have been finalised.

## **11. PRINCIPAL IMMOVABLE PROPERTY LEASED OR OWNED**

The company as at the last practicable date does not own any immovable property. The company has entered into a short-term lease in respect of immovable property relating to office space in Mauritius.

## **12. TAXATION**

### **Mauritian Taxation provisions**

Under the provisions of the Mauritian Income Tax Act, a GBL1 is taxed at a fixed rate of 15%. A system of deemed foreign tax credits of 80% effectively reduces the income tax rate to 3%.

Under the Mauritius fiscal regime, there are no:

- (a) withholding taxes on dividends distributed by a company to its shareholders;
- (b) withholding taxes on interest; and
- (c) capital gains taxes.

However, the nature and amount of tax payable by the company is dependent on the availability of relief under the various tax treaties in the jurisdictions in which the board chooses to invest from time to time.

## **13. DOCUMENTATION AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection at the company's registered office during business hours from the date of issue of the Listing Particulars up to and including 6 December 2013:

- 13.1 the signed Listing Particulars;
- 13.2 the Constitution of the company; and
- 13.3 the annual financial statements for the fifteen months period ended 30 June 2013.

SIGNED AT EBENE, MAURITIUS ON 22 NOVEMBER 2013 ON BEHALF OF ROCKCASTLE GLOBAL REAL ESTATE COMPANY LIMITED

**Craig Hallowes**

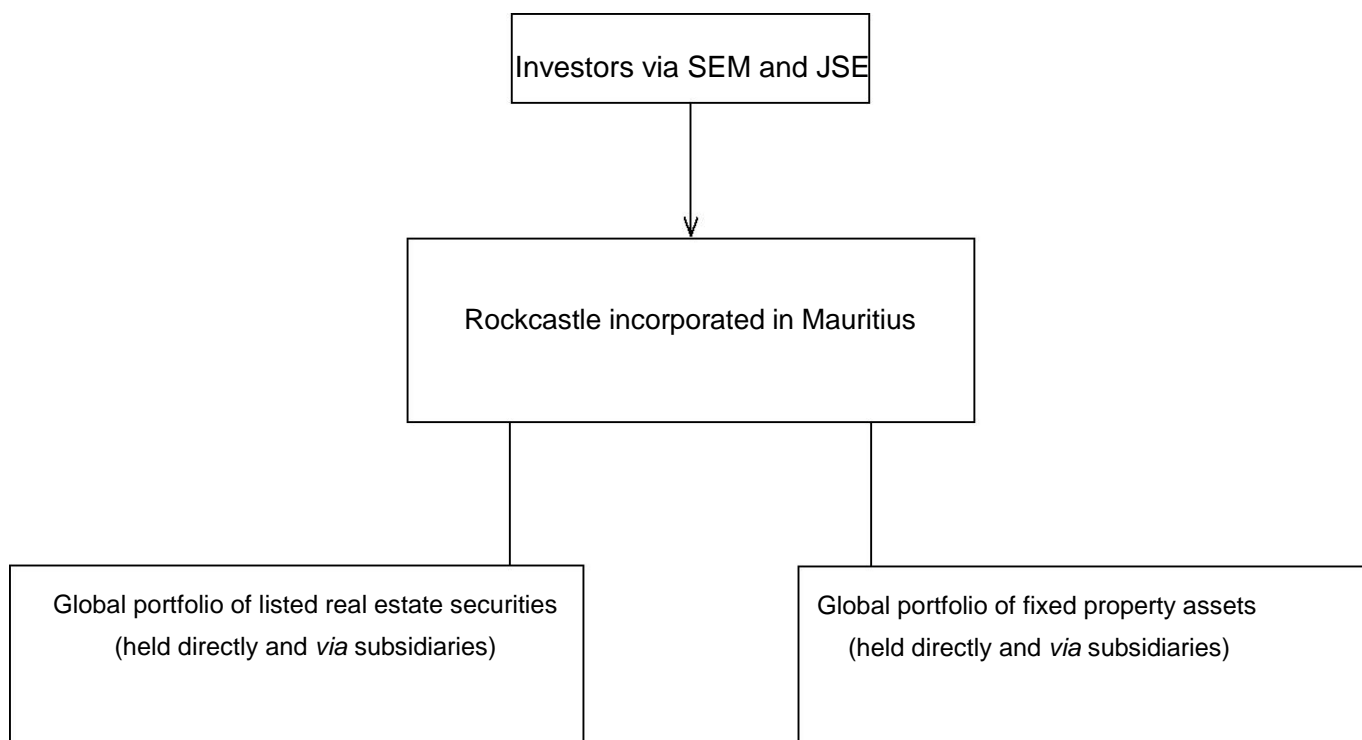
who warrants that he is duly authorised thereto by resolution of the board of directors of Rockcastle Global Real Estate Company Limited

---

## STRUCTURE

---

The structure of the company is set out below:



---

## SHARE CAPITAL AND SHAREHOLDING

---

### 1. SHAREHOLDER SPREAD AND SUBSTANTIAL SHAREHOLDERS

#### Shareholder spread at 30 June 2013 in terms of the JSE Listings Requirements

	Number of share-holders	Number of shares held	Percentage of issued shares
Public	787	119 223 648	34.1%
Non-public	4	223 059 852	63,7%
Directors and employees	9	7 716 500	2,2%
	<b>800</b>	<b>350 000 000</b>	<b>100,0%</b>

Size of holding	Number of share-holders	Number of shares held	Percentage of issued shares
Up to 2 500 shares	199	256 408	0,1%
2 501 to 5 000 shares	148	604 160	0,2%
5 001 to 10 000 shares	130	1 068 812	0,3%
10 001 to 50 000 shares	159	4 116 153	1,2%
50 001 to 100 000 shares	59	4 564 656	1,3%
100 001 to 1 000 000 shares	71	27 547 916	7,9%
1 001 000 to 3 500 000 shares	20	33 527 262	9,6%
More than 3 500 000 shares	14	278 314 633	79,4%
	<b>800</b>	<b>350 000 000</b>	<b>100,0%</b>

Registered shareholders owning 5% or more of issued shares	Number of shares held	Percentage of issued shares
Fortress Income Fund Limited	65 769 000	18.8%
Capital Property Fund	65 670 000	18.7%
Resilient Property Income Fund Limited	60 774 852	17.4%
New Europe Property Investments Plc	30 846 000	8.8%
	<b>223 059 852</b>	<b>63.7%</b>

Control of more than 5% of issued shares	Number of shares controlled	Percentage of issued shares
Fortress Income Fund Limited	65 769 000	18.8%
Capital Property Fund	65 670 000	18.7%
Resilient Property Income Fund Limited	60 774 852	17.4%
New Europe Property Investments Plc	30 846 000	8.8%
	<b>223 059 852</b>	<b>63.7%</b>

## 2. SHARES ISSUED OTHERWISE THAN FOR CASH

440 000 000 shares have been issued by the company since incorporation.

## 3. COMPANY'S SHARE CAPITAL

The share capital of the company as at 30 June 2013 was as follows:

	<b>Stated capital</b>
<i>Issued shares</i>	<b>USD</b>
350 000 000 ordinary no par value shares	409 771 358
<b>Total</b>	<b>409 771 358</b>

The company does not hold any shares in treasury.

The shares of the company are under the control of the directors of the company.

All the shares to be issued in terms of the Listing Particulars will be of the same class and will rank *pari passu* with all other issued shares of the company.

## 4. ALTERATIONS TO SHARE CAPITAL OF THE COMPANY

The company was incorporated on 30 March 2012 with a share capital of 1 000 shares issued at US\$1.00 per share.

### 4.1 Subsequent to the initial issue of shares:

- 4.1.1 the company placed 6 200 000 shares at US\$1.00 per share and listed on the SEM on 5 June 2012;
- 4.1.2 the first supplement was issued by the company pertaining to the placement 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 Alt<sup>X</sup> on 26 July 2012;
- 4.1.3 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;
- 4.1.4 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 placement and issue of these additional Rockcastle shares;
- 4.1.5 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;

- 4.1.6 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 and the third supplement was issued by the company on 3 December 2012 pertaining to the placement and issue of these additional Rockcastle shares;
- 4.1.7 on 6 December 2012, 22 000 000 shares were placed at ZAR9.64 per share through the company's South African register;
- 4.1.8 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 comprising the balance of the shares dealt with in third supplement;
- 4.1.9 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 and the fourth supplement was issued by the company on 5 June 2013\_pertaining to the placement and issue of these additional Rockcastle shares;
- 4.1.10 on 20 June 2013, 130 000 000 Rockcastle shares were placed with existing shareholders through the company's Mauritian register at US\$1.30 per share;
- 4.1.11 on 30 September 2013, the shareholders of Rockcastle authorised the issue of up to a further 440 000 000 shares at the annual general meeting of shareholders of the company issue at a price per share that is not less than the NAV per Rockcastle share at the time any such issue and listing is announced; and
- 4.1.12 on 15 October 2013, 90 000 000 Rockcastle shares were placed with existing shareholders through the company's South African register at ZAR13.00 per share comprising the balance of the shares dealt with in the fourth supplement.

#### 4.2 Furthermore:

- 4.2.1 there have been no consolidation or subdivision of shares in the company during the three years preceding the date of these Listing Particulars;
- 4.2.2 no share repurchases were undertaken by the company during the three years preceding the date of these Listing Particulars; and
- 4.2.3 there has been no amount payable by way of premium on any share issued by the company in the three years preceding the date of these Listing Particulars.

## 5 **FOUNDERS AND MANAGEMENT SHARES**

There are no deferred shares.

Shares held as at the listing date by founders and the directors of the company are set out in **Annexure 3**.

## 6 **OPTIONS AND PREFERENTIAL RIGHTS**

There are no preferential conversion, redemption and/or exchange rights in respect of any of the shares or other securities.

There are no contracts, arrangements or proposed contracts or arrangements whereby any option or preferential right of any kind was or is proposed to be given to any person to subscribe for or acquire any shares in the company.

## 7 **FRACTIONS**

No fractions of shares have been issued by the company

---

## DIRECTORS, EXECUTIVE MANAGEMENT, FOUNDERS, APPOINTMENT, QUALIFICATION, REMUNERATION AND BORROWING POWERS

---

### 1. FULL NAMES, NATIONALITIES, AGES, BUSINESS ADDRESSES, ROLES, QUALIFICATIONS, OCCUPATIONS AND EXPERIENCE OF EACH DIRECTOR

The full names (including former names, if applicable), nationalities, ages, business addresses, roles, term of office, qualifications, occupations and other directorships of each of the directors of the company and executive management are set out below:

#### Director, Age,

Nationality and Qualification	Role	Business address	Occupation and experience	Directorships held
Mark Cyril Olivier (44) (British – Residing In Mauritius) CA(SA)	Independent Non-executive chairman	Suite 114 3rd Floor Medine Mews Chaussée St Port Louis Mauritius	Mark has over 15 years' experience in managing assets and providing corporate finance and strategic advice, predominantly to companies in the United Kingdom. Prior to founding Hibridge Capital ( a London-based, boutique private equity and advisory Business) in 2003, Mark was a shareholder and employee of Hawkpoint Partners, which orchestrated the management buy-out of Natwest Markets' Corporate finance business. Mark worked for BoE Limited where he served on the executive committee of the Group's International business. Mark also worked at KPMG (London) as a manager. Mark is the chairman of Trellidor, the largest physical barrier security business in South Africa, and is a non-executive director of the Dynasty Group of companies, which is managed by Macquarie and was the first-ever wholesale International vehicle established to invest in retail properties in China.	Affordable Houses Company Limited Hibridge Corporate Services Limited Hibridge Capital UK Limited Hibridge Investments Limited M Capital (Proprietary) Limited SA Investment Opportunities Limited Trellidor Holdings Limited Bradinvest Limited Skyprop Limited

---

---

<p>Craig Hallowes (45) (South African) BA, LLB, ILPA- CFP (UOFS), LLM (Taxation), MBA</p>	<p>Chief executive officer</p>	<p>4th Floor Rivonia Village Rivonia Boulevard Rivonia South Africa</p>	<p>Prior to joining Rockcastle, Craig was an executive director of Pangbourne Properties Limited (“Pangbourne”) and Property Fund Managers Limited (“PFM”), the management company of Capital Property Fund and was actively involved in the turnaround of both Capital Property Fund (“Capital”) and Pangbourne. Craig is currently a director of Property Index Tracker Managers (Proprietary) Limited. Craig worked at Bowman Gilfillan Attorneys, qualified as an attorney and practiced for a number of years, concentrating on the fields of commerce and litigation. He then joined Investec and Investec Asset Management where he held various managerial positions.</p>	<p>Antediluvian Investments (Proprietary) Limited APR Property Company (Proprietary) Limited Atlantis Property Company (Proprietary) Limited  Caprohold (Proprietary) Limited Bellador Properties (Proprietary) Limited Caprohold 1 (Proprietary) Limited Fortress Asset Managers (Proprietary) Limited iFour Properties Limite iFour Properties SA (Proprietary) Limited iFour Properties Two (Proprietary) Limited iFour Properties Three (Proprietary) Limited Numan Investments CC Pangbourne Investments (Proprietary) Limited Pangbourne Properties Limited Panhold (Proprietary) Limited  Property Index Tracker Managers (Proprietary) Limited Raceway Industrial Park (Proprietary) Limited Raceway Industrial Warehouse (Proprietary) Limited Raceway Industrial Park Phase IV (Proprietary) Limited Raceway Property Owners Association (Proprietary) Limited Randjiespark Extension 13 (Proprietary) Limited Sipan 1 (Proprietary) Limited Siyathenga Properties One (Proprietary) Limited Siyathenga Properties Two (Proprietary) Limited Siyathenga Properties Three (Proprietary) Limited  Venturon Property Company (Proprietary) Limited</p>
---	--	---	---	---

---

<b>Director, Age, Nationality and Qualification</b>	<b>Role</b>	<b>Business address</b>	<b>Occupation and experience</b>	<b>Directorships held</b>
Andries de Lange (40) (South African) CA(SA), CFA	Non-independent Non-executive director	4th Floor Rivonia Village Rivonia Boulevard Rivonia South Africa	After completing his articles, Andries joined the Industrial Development Corporation of South Africa Limited and then Nedbank Limited where he gained experience in debt finance, debt and equity restructurings and private equity. He then joined the Resilient stable in 2004 and is a director of PFM and Resilient Property Income Fund Limited.	Resilient Property Income Fund Limited Property Fund Managers Limited Bands Properties (Proprietary) Limited Resilient Properties (Proprietary) Limited Resilient Properties 2 (Proprietary) Limited Diversified Properties 2 (Proprietary) Limited Diversified Properties (Proprietary) Limited Fortress Asset Managers (Proprietary) Limited Blue Horison Investments 14 (Proprietary) Limited Southern Palace Investments (Proprietary) Limited Monyetla Property Holdings (Proprietary) Limited Monyetla Realty Holdings (Proprietary) Limited NEPI Investment Management Limited Resilient Africa Estate Limited Numigraph (Proprietary) Limited
Stephen Delpont (32) (South African) BSc (Hons) Mathematics	Financial director	4th Floor Rivonia Village Rivonia Boulevard Rivonia 2191 South Africa	Stephen has a BSc with financial orientation, majoring in mathematics, mathematical statistics and economics; and BSc (Hons) Mathematics from University of Johannesburg. Stephen Started his career in 2003 in the asset management industry, having managed several types of portfolios to date including collective investment schemes, exchange traded funds and hedge funds. Since joining the Resilient stable in 2007, Stephen has been part of a successful and consistent property investment philosophy and process.	Boabab Consulting CC Fortress Asset Managers (Proprietary) Limited Fortress Income Investment Advisors (Proprietary) Limited

Rory Kenneth Denoon Kirk (57) (Mauritian) Bachelor of Social Science and Diploma in Business Management	Independent Non-executive director	Suite 114 3rd Floor Medine Mews Chaussée Port Louis Mauritius	Rory is the founder and managing director of Frontière Finance a Mauritian financial services business. Rory has many years of financial services, insurance and banking experience having been involved in this field since the early 1980's in a number of roles at a variety of institutions.	Frontière Finance Limited Frontière Trustees Limited Hibridge Corporate Services Limited
---	--	---	--	---

---

Alexandru Morar (30) (Romanian) BSc Finance and Information systems	Independent Non-executive director	Anglo Internation: House 2 <sup>nd</sup> Floor Lord Street Douglas Isle of Man IMI 4 LN	Alex graduated with a major in finance from New York University's Stern School of Business and started his career at Julius Baer Investment Bank. Alex spent two years with the Financial Advisory practice of Deloitte Romania prior to joining New Europe Property Investments plc ("NEPI"), a real estate company invested in retail properties in Romania, where he has fulfilled many functions within the company. Alex is currently focused on the investments and acquisitions programme at NEPI.	Saen Grup Power S.R.L
---	--	--	---	-----------------------

---

Yan Chong Ng Cheng Hin* (38) (Mauritian) BSc (Hons), MSc, ACA, TEP	Non- independent Non-executive director	Intercontine ntal Trust, Level 3 Alexander House 35 Cybercity Ebene Mauritius	Yan is an executive director of Intercontinental Trust Limited. He oversees the Fund Administration operations and advises clients on all Fund related aspects including tax, regulatory matters, structuring, listings and their establishment in Mauritius. He is a board member of a number of Mauritian funds. He was previously employed by Baker Tilly Mauritius and Deloitte Luxembourg. He trained as a chartered accountant in London. Yan graduated from the University of Mauritius with a BSc (Hons) with a degree in Management and achieved a Masters in Finance (MSc) from Lancaster University. He is a member of the Institute of Chartered Accountants in England and Wales and of the Society of Trust and Estate Practitioners. He is the treasurer of the International Fiscal Association	Augentius Fund Administration (Mauritius) Limited Bestley Investments Limited Intercontinental Trust Limited Professional Secretaries Limited *
--	--	---	---	---

(Mauritius branch) and an executive committee member of the Association of Trust and Management companies of Mauritius.

Paul Pretorius (47) (South African, residing in Mauritius) BSc (QS)	Chief Operating officer	Suite 115 3 <sup>rd</sup> Floor Medine Mews Chaussee Port Louis Mauritius	Paul has over 15 years' experience in Direct property having worked as an asset manager as well as a property manager for various JSE listed property funds. Along with Craig, Paul was Involved with the turnaround processes at Capital and Pangbourne. Paul was previously a professional quantity surveyor for Macintosh Latilla Carrier and Lang, one of the large South African practices, as well As for his own company.
---	-------------------------------	--	--

\* Directorships in subsidiaries of the above mentioned companies, Mauritian Global Business companies and foreign registered companies have been excluded.

## 2. EXECUTIVE FINANCIAL DIRECTOR

The audit committee has considered and satisfied itself that Stephen Delport, being the financial director of Rockcastle, has the appropriate experience and expertise to fulfil this role.

## 3. BENEFICIAL SHAREHOLDING OF DIRECTORS AND OFFICERS

At 30 June 2013	Direct holding	Indirect holding	Total shares held	Percentage of issued shares
Mark Olivier	-	190,000	190,000	0.05%
Alexandru Morar	-	125,000	125,000	0.04%
Rory Kirk	1,000	-	1,000	-
Craig Hallowes	1,750,000	812,500	2,562,500	0.73%
Stephen Delport	1,250,000	-	1,250,000	0.36%
Paul Pretorius	650,000	-	650,000	0.19%
Andries de Lange	-	2,723,000	2,723,000	0.78%
	<b>3,651,000</b>	<b>3,850,500</b>	<b>7,501,500</b>	<b>2.15%</b>

## 4. DIRECTORS' INTERESTS IN TRANSACTIONS

The directors of the company had no beneficial interest in transactions entered into by the company:

- during the current financial year; or
- during the two preceding financial years; or
- during any earlier financial year and which may still be outstanding.

No amount has been paid to any director (or to any company in which he is interested (whether directly or indirectly)

or of which he is a director or to any partnership, syndicate or other association of which he is a member) in the three years preceding the date of these Listing Particulars (whether in cash or securities or otherwise) by any person either to induce him to become or to qualify him as a director or otherwise for services rendered by him (or by the associated entity) in connection with the promotion or formation of the company.

#### 5. **DIRECTORS' INTERESTS IN PROPERTY ACQUIRED OR TO BE ACQUIRED**

No director has had any material beneficial interest, direct or indirect, in the promotion of the company or in any property acquired or proposed to be acquired by the company out of the proceeds of the capital raised or otherwise in the three years preceding the date of issue of these Listing Particulars and no amount has been paid during this period, or is proposed to be paid to any director.

#### 6. **TERMS OF OFFICE**

None of the directors have entered into a service contract with the company and accordingly the appointment of the directors is indefinite but remains subject to all applicable laws and the provisions of the company's Constitution.

#### 7. **CONSTITUTION**

The relevant extracts of the Constitution of the company providing for the appointment, qualification, retirement, remuneration and borrowing powers of the directors and the power enabling a director to vote on a proposal, arrangement or contract in which he is materially interested are set out in **Annexure 6**.

#### 8. **BORROWING POWERS**

As set out more fully in **Annexure 6**, the borrowing powers of the company and its subsidiaries exercisable by the directors are unlimited and, accordingly, have not been exceeded since incorporation of the company.

#### 9. **NO THIRD PARTY MANAGER**

Save for the appointment of ITL as company secretary to Rockcastle, no business of the company nor any of its subsidiaries nor any part thereof is managed or proposed to be managed by a third party under a contract or arrangement.

#### 10. **EXISTING OR PROPOSED CONTRACTS (WHETHER WRITTEN OR ORAL) RELATING TO DIRECTORS' AND MANAGERIAL REMUNERATION, RESTRAINT PAYMENTS, ROYALTIES AND SECRETARIAL AND TECHNICAL FEES**

There are no existing or proposed contracts (whether written or oral) relating to directors or managerial remuneration, restraint payments, royalties or secretarial and technical fees.



## 11. DIRECTORS' EMOLUMENTS

### 11.1 REMUNERATION OF NON-EXECUTIVE DIRECTORS

Non-executive directors' remuneration consists of an annual fee. The non-executive directors' remuneration is approved by the remuneration committee. Ordinarily the annual fee represents remuneration for services rendered for a twelve month period. Accordingly, the annual fee is adjusted to reflect a fifteen month period for those non-executive directors who were appointed upon the company's incorporation.

	For services as a director for the 15 month period ended June 2013 (paid by the company) USD
Mark Olivier (chairman of the board, risk committee and the investment committee) (1)	25 000
Rory Kirk (chairman of the remuneration committee and the social and ethics committee) (2)	25 000
Andries de Lange (3)	2 904
Alexandru Morar (chairman of the audit committee) (4)	17 500
Yan Ng (chairman of the nomination committee) (5)	-

(1) Mark Olivier was appointed to the board on 30 March 2012.

(2) Rory Kirk was appointed to the board on 30 March 2012.

(3) Andries de Lange was appointed to the board on 8 May 2013.

(4) Alexandru Morar was appointed to the board on 17 August 2012.

(5) Yan Ng was appointed to the board on 30 March 2012.. Yan's remuneration is incorporated into the fees paid by the company to Intercontinental Trust Limited ("ITL"), the company's company secretary.

### 11.2 REMUNERATION OF EXECUTIVE DIRECTORS

	Remuneration (paid by the company) as at 30 June 2013 USD
Craig Hallowes (1)	141 000
Stephen Delpont (2)	86 000
Paul Pretorius (3)	41 995

(1) Craig Hallowes as appointed to the board on 11 April 2012.

(2) Stephen Delpont was appointed to the board on 11 April 2012.

(3) Paul Pretorius was appointed to the board on 8 May 2013.

The company did not pay any fees or benefits to directors other than the remuneration as disclosed in the tables above.

---

**HISTORICAL FINANCIAL INFORMATION OF ROCKCASTLE**


---

The extracts from the audited financial statements of Rockcastle for the period ended 30 June 2013 as set out below falls under the responsibility of the board of Rockcastle. For more information, investors may refer to the announcement released to the market on 14 August 2013 relating to the summarised audited financial statements.

**STATEMENT OF FINANCIAL POSITION at 30 June 2013**

	<b>2013 USD</b>
<b>ASSETS</b>	
Non-current assets	693 644 844
Listed security investments	689 257 356
Rockcastle management incentive loans	4 387 488
<b>Current assets</b>	3 321 011
Investment income receivable	3 126 104
Cash and cash equivalents	194 907
<b>Total assets</b>	<b>696 965 855</b>
<b>EQUITY AND LIABILITIES</b>	
Total equity attributable to equity holders	401 361 060
Stated capital	409 771 358
Retained loss	(8 410 298)
Net tangible asset value per share	1.00
<b>Total liabilities</b>	295 604 795
Non-current liabilities	66 970 123
Interest-bearing borrowings	66 970 123
Current liabilities	228 634 672
Trade and other payables	51 444
Interest-bearing borrowings	228 384 876
Income tax payable	198 352
<b>Total equity and liabilities</b>	<b>696 965 855</b>
Loss per share (USD cents)^	(1,78)
Dividend per share (USD cents)*	1,82

^ The calculation is based on a weighted average of 113 956 558 ordinary shares in issue.

\* The dividend per share is based on the interim dividend divided by the total number of ordinary shares in issue as at year end.

---

## EXTRACTS FROM THE INTEGRATED REPORT 2013 - CORPORATE GOVERNANCE STATEMENT

---

"The board of directors endorses the code of corporate practices and conduct as set out in the Code of Corporate Governance of Mauritius. The disclosures included in this review are consistent with the requirements of the Code. Independent consultants have been made available to ensure that all directors are fully conversant with best practice and current thinking with regard to corporate governance.

### HOLDING STRUCTURE

Rockcastle is the ultimate holding company entity and has no subsidiaries. An analysis of Rockcastle's shareholder spread is provided in Annexure 2.

### COMPOSITION OF THE BOARD OF DIRECTORS

The board comprises three executive directors, three independent non-executive directors and two non-independent non-executive directors. All directors serve for a maximum period of one year and are subject to retirement by rotation and re-election by members in general meeting. Board appointments are made in terms of the policy on nominations and appointments, such appointments are transparent and a matter for the board as a whole.

There are no fixed term contracts for executive directors and the notice period for termination or resignation is one calendar month. There is no restraint of trade period for executive directors. Individual board members and their respective profiles are disclosed in Annexure 3. Directors' remuneration is disclosed in Annexure 3.

### ROLE OF THE DIRECTORS

Ultimate control of the company rests with the board of directors while the executive management is responsible for the proper management of the company. To achieve this, the board is responsible for establishing the objectives of the company and setting a philosophy for investments, performance and ethical standards. Although quarterly board meetings are arranged every year, additional meetings are called should circumstances require it. Seven board meetings were called during the period since incorporation.

In 2013, the chairman with the assistance of the company secretary led a formal review of the effectiveness of the board and its committees. Each director completed a detailed evaluation questionnaire and an analysis of the findings was presented to the board. There was an agreement that the board was operating effectively. The results were positive and action plans were agreed upon where required.

### BOARD CHARTER

In order to fully fulfil its duties, the board has adopted a charter setting out its responsibilities.

The board acknowledges that it is responsible for ensuring the following functions as set out in the board charter:

- good corporate governance and implementation of the code of corporate practices and conduct as set out in the Code;
- that the company performs at an acceptable level and that its affairs are conducted in a responsible and professional manner; and

- the board recognises its responsibilities to all stakeholders.

## **RESPONSIBILITIES OF THE BOARD**

Although certain responsibilities are delegated to committees or management executives, the board acknowledges that it is not discharged from its obligations in regard to these matters.

The board acknowledges its responsibilities as set out in the board charter in the following areas:

- the adoption of strategic plans and ensuring that these plans are carried out by management;
- monitoring of the operational performance of the business against predetermined budgets;
- monitoring the performance of management at both operational and executive level;
- ensuring that the company complies with all laws, regulations and codes of business practice; and
- ensuring a clear division of responsibilities at board level to ensure a balance of power and authority in terms of company policies.

## **INDEPENDENCE OF THE DIRECTORS**

The board of directors' independence from the executive management team is ensured by the following:

- separation of the roles of chairman and managing director, with the chairman being independent;
- the board being dominated by independent non-executive directors;
- the audit, investment, nomination, risk, remuneration and social and ethics committees having a majority of independent directors;
- non-executive directors not holding service contracts;
- all directors having access to the advice and services of the company secretary; and
- with prior agreement from the chairman, all directors are entitled to seek independent professional advice concerning the affairs of the company at the company's expense.

The following non-executive directors chair the various sub-committees of the board:

- Alexandru Morar (independent): Audit
- Mark Olivier (independent): Investment
- Yan Ng (non-independent): Risk
- Mark Olivier (independent): Nomination
- Rory Kirk (independent): Remuneration
- Rory Kirk (independent): Social and ethics

The independence of the non-executive directors was assessed and four are considered to be independent in terms of the requirements of the Code. Independence evaluations are done annually.

The criteria used to assess the independence of the directors were as follows:

- whether the director is a representative of a shareholder who has the ability to control or significantly influence management or the board;
- whether the director has a direct or indirect interest in the company which exceeds 5% of the company's total number of shares in issue;
- whether the director has a direct or indirect interest in the company which is less than 5% of the company's total number of shares in issue, but is material to the director's personal wealth;
- whether the director has been employed by the company of which it currently forms part of in any executive capacity, or appointed as the designated auditor or partner in the company's external audit firm, or senior legal adviser for the preceding financial year;
- whether the director is a member of the immediate family of an individual who is or has during the preceding financial year been employed by the company in an executive capacity;
- whether the director is a professional adviser to the company other than in the capacity as a director;

- whether the director is free from any business or other relationship (contractual or statutory) which could be seen by an objective outsider to interfere materially with the director's capacity to act in an independent manner, such as being a director of a material customer or supplier to the company; and
- whether the director receives remuneration contingent upon the performance of the company.

## **DIRECTORS' INTERESTS**

A full list of directors' interests is maintained and directors certify that the list is correct at each board meeting.

Directors recuse themselves from any discussion and decision on matters in which they have a material financial interest.

## **AUDIT COMMITTEE**

The primary role of the audit committee is to ensure the integrity of financial reporting and the audit process. In pursuing these objectives, the audit committee oversees relations with the external auditors. The committee also assists the board in discharging its duties relating to the safeguarding of assets, the operation of adequate systems and internal control processes, overseeing the preparation of accurate financial reports and statements in compliance with all applicable legal requirements and accounting standards, ensuring compliance with good governance practices and nomination of external auditors. The role of the audit committee has been codified in the audit committee charter which has been approved by the board. This charter has been aligned with the requirements of the Code and the Companies Act.

As at the end of the financial period, the audit committee presently comprises: Alexandru Morar (chairman), Andries de Lange and Mark Olivier, all of whom are independent non-executive directors. The chief executive officer, financial director and company secretary attend the committee meetings as invitees. The committee members have unlimited access to all information, documents and explanations required in the discharge of their duties, as do the external auditors.

The board, in consultation with the audit committee chairman, makes appointments to the committee to fill vacancies. The board has determined that the committee members have the skills and experience necessary to contribute meaningfully to the committee's deliberations. In addition, the chairman has requisite experience in accounting and financial management.

The committee met four times during the financial year.

The audit committee has satisfied itself that no breakdown in accounting controls, procedures and systems has occurred during the year under review. In fulfilling its responsibility of monitoring the integrity of financial reports to shareholders, the audit committee has reviewed accounting principles, policies and practices adopted in the preparation of financial information and has examined documentation relating to the annual integrated report and quarterly financial report. The clarity of disclosures included in the financial statements was reviewed by the audit committee, as was the basis for significant estimates and judgements. The audit committee is further satisfied that the financial director, Stephen Delpont, is sufficiently competent and that the finance function has adequate resources and sufficient expertise.

It is the function of the committee to review and make recommendations to the board regarding quarterly financial results and the integrated report prior to approval by the board. The audit committee has complied with its legal, regulatory and other responsibilities. The audit committee recommended the integrated report to the board for approval.

## **EXTERNAL AUDIT**

A key factor that may impair auditors' independence is a lack of control over non-audit services provided by the external auditors. In essence, the external auditors' independence is deemed to be impaired if the auditors provide a service which:

- results in auditing of own work by the auditors;
- results in the auditors acting as a manager or employee of the company;
- puts the auditors in the role of advocate for the company; or
- creates a mutuality of interest between the auditors and the company.

The company addresses this issue through three primary measures, namely:

- disclosure of the extent and nature of non-audit services;
- the prohibition of selected services; and
- prior approval by the audit committee of non-audit services.

Other safeguards encapsulated in the policy include:

- the external auditors are required to assess periodically, in their professional judgement, whether they are independent of the company;
- the audit committee ensures that the scope of the auditors' work is sufficient and that the auditors are fairly remunerated; and
- the audit committee has primary responsibility for making recommendations to the board on the appointment, re-appointment and removal of the external auditors.

The committee reviews audit plans for external audits and the outcome of the work performed in executing these plans. They further ensure that items identified for action are followed up. The external auditors report annually to the audit committee to confirm that they are and have remained independent from the company during the year.

The audit committee considered information pertaining to the balance between fees for audit and non-audit work for the company since inception and concluded that the nature and extent of non-audit fees do not present a threat to the external auditors' independence. Furthermore, after reviewing a report from the external auditors on all their relationships with the company that might reasonably have a bearing on the external auditors' independence and the audit engagement partner and staff's objectivity, and the related safeguards and procedures, the committee has concluded that the external auditors' independence was not impaired. The audit committee approved the external auditors' terms of engagement, scope of work, the annual audit and the applicable levels of materiality. Based on written reports submitted, the committee reviewed, with the external auditors, the findings of their work and confirmed that all significant matters had been satisfactorily resolved. The committee determined that the 2013 audit was completed without any restriction on its scope.

The audit committee has satisfied itself as to the suitability of the external auditors for re-appointment for the ensuing year.

## **INTERNAL AUDIT**

The company does not have a formalised internal audit department. The audit committee continually examines the appropriateness of utilising independent internal auditors to periodically review activities of the company.

## **ETHICAL PERFORMANCE**

The board of directors forms the core of the values and ethics subscribed to by the company through its various committees. These values and ethics are sustained by the directors' standing and reputation in the

business community and their belief in free and fair dealings in utmost good faith and respect for laws and regulations.

Rockcastle has a code of ethics communicated to all staff. The code of ethics stipulates, among other things, that all stakeholders are expected to act in good faith, that bribery in any form is not tolerated, all conflicts of interest need to be declared and that compliance with all legislation is of utmost importance. The code of ethics is reviewed by the social and ethics committee on an annual basis.

The board is not aware of any transgressions of the code of ethics during the period.

No issues of non-compliance, fines or prosecutions have been levied against Rockcastle.

## **INTERNAL FINANCIAL AND OPERATING CONTROLS**

A framework of financial reporting, internal and operating controls has been established by the board to ensure reasonable assurance as to accurate and timeous reporting of business information, safeguarding of company assets, compliance with laws and regulations, financial information and general operation. The board reviewed and was satisfied with the effectiveness of the internal financial and operating controls, the process of risk management and the monitoring of legal governance compliance within the company.

## **INVESTMENT COMMITTEE**

All acquisitions, disposals and capital expenditure are considered by the investment committee. The investment committee approves acquisitions, disposals and capital expenditure up to pre-set limits.

As at the end of the financial period, the investment committee comprised: Mark Olivier (chairman), Stephen Delpont, Rory Kirk, Alexandru Morar and Paul Pretorius.

The investment committee's responsibilities and duties are governed by a charter that was approved by the board in the reporting period.

## **NOMINATION COMMITTEE**

The nomination committee is mandated by the board to identify suitable candidates to be appointed to the board, identify suitable board candidates in order to fill vacancies, ensure there is a succession plan in place for key management, assess the independence of non-executive directors and assess the composition of the board sub-committees. The nomination committee recommends the individuals to the board for appointment.

As at the end of the financial period, the nomination committee presently comprised: Mark Olivier (chairman), Andries de Lange and Rory Kirk.

The nomination committee's responsibilities and duties are governed by a charter that was approved by the board in the reporting period.

## **REMUNERATION COMMITTEE**

The remuneration committee is mandated by the board to set the remuneration and incentivisation of all employees, including executive directors. In addition, the remuneration committee recommends directors' fees payable to non-executive directors and members of board sub-committees.

As at the end of the financial period, the remuneration committee presently comprised: Rory Kirk (chairman), Andries de Lange and Mark Olivier.

The remuneration committee's responsibilities and duties are governed by a charter that was approved by the board in the reporting period.

## **RISK COMMITTEE**

The risk committee is mandated by the board to ensure that a sound risk management system is maintained, to assist the board in discharging its duties relating to the safeguarding of assets, ensuring that the sustainability reporting is comprehensive, timely and relevant and to ensure that the company has implemented an effective plan for risk management that will enhance the company's ability to achieve its strategic objectives.

As at the end of the financial period, the risk committee comprised: Yan Ng (chairman), Stephen Delpont, Rory Kirk and Mark Olivier.

The risk committee's responsibilities and duties are governed by a charter that was reviewed by the board in the reporting period.

## **SOCIAL AND ETHICS COMMITTEE**

The social and ethics committee is a statutory committee whose focus is to monitor compliance with labour legislation as well as corporate social responsibilities and corporate citizenship.

The committee was constituted during the current financial year and met once. As at the end of the financial period, the social and ethics committee comprised: Rory Kirk (chairman), Paul Pretorius and Yan Ng.

The social and ethics committee's responsibilities and duties are governed by a charter adopted by the board in the reporting period.

## **COMPANY SECRETARY**

The board considered the competence, qualifications and experience of the company secretary, ITL, and deemed fit to continue in the role as company secretary for Rockcastle. ITL is independent of Rockcastle and the relationship with the board has been assessed and is considered to be at arm's length.

## **DEALING IN SECURITIES BY THE DIRECTORS**

Dealing in the company's securities by directors and company officials is regulated and monitored as required by the SEM Listings Rules. With regard to directors' dealings in the shares of their own company, the directors confirm that they have followed the absolute prohibition principles and notification requirements of the model code for securities transactions by directors as detailed in Appendix 6 of the SEM Listing Rules. All directors' trading must take place exclusively outside the close periods prescribed by the Stock Exchange Regulations and require written authorisation from the board of directors. Rockcastle maintains a closed period from the end of the financial period to the date of publication of the financial results.

## **MATERIAL CLAUSES OF THE CONSTITUTION**

There are no clauses of the constitution deemed material enough for special disclosure.

## **SHAREHOLDERS AGREEMENTS**

There is currently no shareholders agreement affecting the governance of Rockcastle by the board.



## **SPECIAL RESOLUTIONS PASSED**

Three special resolutions were passed during the reporting period:

- 1 It was noted that the company was making an application for 10 001 000 securities to be admitted to the Official List of the Stock Exchange of Mauritius subject to the Listing Rules. It was recorded that the company issue 10 001 000 securities for which listing was sought.
- 2 It was resolved that the company adopt its constitution dated 25 May 2012 with immediate effect and that the constitution be certified by any director of the company and accompanied by a legal certificate issued by a law practitioner in accordance with section 42(3) of the Companies Act 2001, and that it be lodged with the relevant Mauritian authorities.
- 3 It was resolved that, for purposes of the South African private placement, 10 000 000 Rockcastle shares be issued at a subscription price equal to the Rand equivalent of USD 1,00 per share, determined at the prevailing USD/ZAR exchange rate on or about 20 July 2013. It was further resolved that the company apply for the listing of the shares on the JSE Limited on or about 26 July 2012. In addition, the issue of up to 100 000 000 shares subject to the Mauritian Companies Act, 2001, the rules of the SEM and the rules of the JSE, at a minimum price equal to the 30-day volume weighted average traded price of Rockcastle shares prior to the placement on the relevant exchange, which authority will be valid until the company's first annual general meeting.
- 4 It was resolved to authorise the Company to reduce its stated capital by an amount not exceeding USD 14.0 million for purposes of distributing the reserve created upon reduction of the stated capital by way of a distribution in cash of USD 14.0 million or USD cents 4.00 per share, and further authorising any director of the Company to give effect to this resolution.
- 5 It was resolved that the following amendments to the existing Constitution of the Company be approved:
  - the reference to "15 business days" in sections 6, 9 and 11.2.2.1 be deleted and replaced with "14 days";
  - section 14.7 be deleted in its entirety;
  - to revoke the existing Constitution dated 30th November 2012 in its entirety and to adopt a new Constitution with the above changes, subject to the approval of the SEM.
- 6 It was resolved, subject to the Companies Act 2001, the Company's Constitution and approval from the SEM, that the the board of directors be provided a general authority to effect a repurchase of the Company's shares on the SEM and the JSE:

## **COMMUNICATIONS WITH STAKEHOLDERS**

Rockcastle is committed to ensuring timely, effective and transparent communication with shareholders and other stakeholders through annual integrated and quarterly financial reports, presentations to analysts and press releases.

## **SUSTAINABILITY**

Rockcastle considers the sustainability policies of its underlying investments including those dealing with social, ethical, safety, health and environmental issues. Rockcastle will develop detailed sustainability policies dealing with these issues when it holds direct property investments.

#### **DISTRIBUTION POLICY**

The company has a semi-annual distribution policy as set out in the initial listing particulars.

#### **MISCELLANEOUS ITEMS**

The company does not have an employee share option plan.

The company made no charitable or political donations during the period.

There is no third party management agreement between third parties and the company in the period under review.

There were no interruptions in the business of the company which may have had a significant effect on the financial position in the last 12 months.

---

## EXTRACTS FROM THE CONSTITUTION OF THE COMPANY

---

### 4. CAPITAL

- “4.1 Subject to the provisions of paragraph 10.3.1, the Members in general meeting may authorise the board to issue shares and/or grant options at any time to any person and in any number as it thinks fit pursuant to Section 52 of the Companies Act 2001.”
- “4.3 The company may from time to time increase or reduce its capital and to issue any shares in the original or increased or reduced capital with such preferred or deferred, qualified or other special rights or restrictions whether in regard to voting, dividend, return of capital or otherwise as the company may determine subject always to the Companies Act 2001.”
- “4.4 The shares shall unless otherwise stated be fully paid up when issued and rank *pari passu* in all respects as amongst themselves including as to participation in the profits of the company.”

### 10. TRANSFER OF SHARES

- “10.1 Subject to such restrictions set out in this Constitution as may be applicable, shares of the company shall be freely transferable and each Member may transfer, without payment of any fee or other charges, all or any of his shares by instrument of transfer in writing.”
- “10.3 Every change in the ownership of shares in the capital of the company shall be subject to the following limitations and restrictions:

#### 10.3.1 *Pre-emptive provisions*

After the first allotment of shares by the directors, any further shares proposed to be issued wholly for cash consideration (which shall include a cheque received in good faith or a release of a liability of the company for a liquidated sum or an undertaking to pay cash to the company at a future date) shall, subject to the remaining provisions of this paragraph 10.3.2 first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the board by resolution otherwise directs.

- 10.3.2 The directors may refuse to register any transfer of shares where the directors have notice of any agreement by the Members to transfer only to some specified person or subject to some specified condition.

#### 10.3.3 *Transmission of shares*

10.3.3.1 If title to a share passes to a Transmitttee, the company may only recognise the Transmitttee as having any title to that share.

10.3.3.2 A Transmitttee who produces such evidence of entitlement to shares as the directors may properly require:

may, subject to the provisions of this Constitution, choose either to become the holder of those shares or to have them transferred to another person; and

subject to the provisions of this Constitution, and pending any transfer of the shares to another person, will have the same rights as the holder had.

- 10.3.4 Transmitttees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.”

## 12. DIRECTORS

### “12.1 Number

12.1.1 Subject to any subsequent amendment to change the number of directors, the number of the directors shall not be less than four. If the number falls below four the remaining directors shall as soon as possible and in any event not later than three months from the date the number of directors falls below the minimum fill the vacancy or call a general meeting to fill the vacancy. After the expiry of the three month period the remaining directors shall only be permitted to act for the purpose of filling vacancies or calling general meetings of Members.

12.1.2 Any director appointed under paragraph 12.1.1 shall hold office only until the next following annual meeting and shall then retire but shall be eligible for appointment at that meeting.

### 12.2 Qualification

No director shall be required to hold shares in the company to qualify him for an appointment.”

### “12.4 Retirement of directors

12.4.1 Life directorships are not permissible.

12.4.2 At each Annual Meeting of Shareholders, all the directors shall retire from office and may make themselves available for re-election.

12.4.3 The company at the meeting at which a director retires under any provision of this Constitution may by ordinary resolution fill the office being vacated by electing thereto the retiring director or some other person eligible for appointment. In default the retiring director shall be deemed to have been re-elected except in any of the following cases:

12.4.3.1 where at such meeting it is expressly resolved not to fill such office or a resolution for the re-election of such director is put to the meeting and lost;

12.4.3.2 where such director has given notice in writing to the company that he is unwilling to be re-elected;

12.4.3.3 where such director has attained any retiring age applicable to him as director.”

### “12.5 Remuneration of directors

12.5.1 The remuneration of directors shall be determined by the Remuneration Committee.

12.5.2 The board may determine the terms of any service contract with a managing director or other executive director.

12.5.3 The directors may be paid all travelling, hotel and other expenses properly incurred by them in attending any meetings of the board or in connection with the business of the company.

12.5.4 If by arrangement with the board any director shall perform or render any special duties or services outside his ordinary duties as a director and not in his capacity as a holder of employment or executive office, he may be paid such reasonable additional remuneration (whether, by way of salary, commission, participation in profits or otherwise) as the Remuneration Committee may from time to time determine.

12.5.5 A director shall not vote on any contract or arrangement or any other proposal in which he or his associates have a material interest nor shall he be counted in the quorum present at the meeting.

12.5.6 Notwithstanding clause 12.5.5 above, a director shall be entitled to vote and be counted in the quorum at the meeting in respect of the following matters:

i. the giving of any security or indemnity either:

(a) to the director in respect of money lent or obligations incurred or undertaken by him at the request of or for the benefit of the issuer or any of its subsidiaries; or

(b) to a third party in respect of a debt or obligation of the issuer or any of its subsidiaries for which the director has himself assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of

- security;
- ii. any proposal concerning an offer of shares or debentures or other securities of or by the issuer or any other company which the issuer may promote or be interested in for subscription or purchase where the director is or is to be interested as a participant in the underwriting or sub-underwriting of the offer;
- iii. any proposal concerning any other company in which the director is interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the director is beneficially interested in shares of that company, provided that he, together with any of his associates, is not beneficially interested in five percent or more of the issued shares of any class of such company (or of any third company through which his interest is derived) or of the voting rights;
- iv. any proposal or arrangement concerning the benefit of employees of the issuer or its subsidiaries including:
  - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which he may benefit; or
  - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to directors and employees of the issuer or any of its subsidiaries and does not provide in respect of any director as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- v. any contract or arrangement in which the director is interested in the same manner as other holders of shares or debentures or other securities of the issuer by virtue only of his interest in shares or debentures or other securities of the issuer.

12.5.7 For the purposes of Clause 12.5.6 associate shall have, in relation to any director, the following meanings:

- i. his spouse and any child or stepchild under the age of 18 years of the director ("the individual's family"); and
- ii. the trustees (acting as such) of any trust of which the individual or any of the individual's family is a beneficiary or discretionary object; and
- iii. any company in the equity capital of which the individual and/or any member or members of the individual's family (taken together) are directly or indirectly interested so as to exercise or control the exercise of 20 percent or more of the voting power at meetings of shareholders, or to control the appointment and/or removal of directors holding a majority of voting rights at board meetings on all or substantially all matters, and any other company which is its subsidiary.

12.5.8 For the purposes of Clause 12.5.6 (iii), associate shall have, in relation to a director, the following meaning:

- i. a spouse, a director living "en concubinage" under the common law, any child or stepchild or any relative residing under the same roof as that director;
- ii. a succession in which the director has an interest;
- iii. a partner of that director;
- iv. any company in which the director owns securities assuring him of more than 10 percent of a class of shares to which are attached voting rights or an unlimited right to participate in earnings and in the assets upon winding up;
- v. any controller of that director;
- vi. any trust in which the director has a substantial ownership interest or in which he fulfils the functions of a trustee or similar function;
- vii. any company which is a related company.

## 12.6 Proceedings of directors

### 12.6.1 Chairperson

12.6.1.1 The directors may elect one of their number as chairperson of the board and determine the period for which he is to hold office.

12.6.1.2 Where no chairperson is elected, or where at a meeting of the board the chairperson is not present within 15 minutes after the time appointed for the commencement of the meeting, the directors present may choose one of their number to be chairperson of the meeting.

### 12.6.2 Notice of meeting

12.6.2.1 A director or, if requested by a director to do so, an employee of the company, may convene a meeting of the board by giving notice in accordance with this paragraph.

12.6.2.2 A notice of a meeting of the board shall be sent to every director and the notice shall include the date, time, and place of the meeting and the matters to be discussed.

12.6.2.3 Any meeting at which the business of the meeting is to appoint a director whether as an additional director or to fill a casual vacancy shall be called by at least 30 business days' notice.

12.6.2.4 An irregularity in the notice of a meeting is waived where all directors entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or where all directors entitled to receive notice of the meeting agree to the waiver.

### 12.6.3 Methods of holding meetings

12.6.3.1 The board or any committee thereof may meet at such times and in such manner and places within the Republic of Mauritius as the board may determine to be necessary or desirable.

12.6.3.2 A director shall be deemed to be present at a meeting of the board if he participates by telephone or other electronic means and all directors participating in the meeting are able to hear each other.

### 12.6.4 Alternate directors

A director may by a written instrument appoint an alternate who need not be a director and an alternate is entitled to attend meetings in the absence of the director who appointed him and to vote or consent in the place of the director.

### 12.6.5 Voting

12.6.5.1 Every director has one vote.

12.6.5.2 The chairperson shall not have a casting vote.

12.6.5.3 A resolution of the board is passed if it is agreed to by all directors present without dissent or if a majority of the votes cast are in favour of it.

12.6.5.4 A director present at a meeting of the board is presumed to have agreed to, and to have voted in favour of, a resolution of the board unless he expressly dissents from or votes against the resolution at the meeting.

### 12.6.6 Minutes

The board shall ensure that minutes are kept of all proceedings at meetings of the board.

#### 12.6.7 *Resolution in writing*

- 12.6.7.1 A resolution in writing, signed or assented to by all directors then entitled to receive notice of a board meeting, is as valid and effective as if it had been passed at a meeting of the board duly convened and held.
- 12.6.7.2 Any such resolution may consist of several documents (including facsimile or other similar means of communication) in like form each signed or assented to by one or more directors.
- 12.6.7.3 A copy of any such resolution must be entered in the minute book of board proceedings.

#### 12.6.8 *Directors may delegate*

- 12.6.8.1 Subject to this Constitution, the directors may delegate powers which are conferred on them:
  - 12.6.8.1.1 to such person or committee;
  - 12.6.8.1.2 by such means (including by power of attorney);
  - 12.6.8.1.3 to such an extent;
  - 12.6.8.1.4 in relation to such matters or territories; and
  - 12.6.8.1.5 on such terms and conditions; as they think fit.
- 12.6.8.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 12.6.8.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

#### 12.6.9 *Committees*

- 12.6.9.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Constitution which govern the taking of decisions by directors.
- 12.6.9.2 The directors may not make rules including rules of procedure for all or any committees, which are inconsistent with this Constitution."

### **13. POWERS AND DUTIES OF DIRECTORS**

#### **"13.1 Borrowing powers**

The directors may exercise all powers of the company to borrow or raise or secure the payment of money or the performances or satisfaction by the company of any obligation or liability and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue mortgages, charges, bonds, notes and other securities and other instrument whether outright or as security, for any debt liability or obligation of the company or of any third party. In addition, such power shall be exercised, in compliance with Section 143 of the Companies Act 2001.

#### **13.2 Overseas seal and branch registers**

- 13.2.1 The company may exercise the powers conferred by the Companies Act 2001 with regard to having an official seal for use abroad, and those powers shall be vested in the directors.
- 13.2.2 The company may exercise the powers conferred by the Companies Act 2001 relating to the keeping of branch registers and the directors may (subject to the provisions of that section) make and vary such regulations as they think fit regarding the keeping of any such branch register.

#### **13.3 Management of company**

The business of the company shall be managed by the directors in Mauritius who may pay all

expenses incurred in promoting or registering the company and who may exercise all such powers of the company as are not, by the Companies Act 2001 or by this Constitution, required to be exercised by the company in general meeting, subject, nevertheless, to the provisions of this Constitution and to the provisions of the Companies Act 2001.

#### **13.4 Indemnity**

Subject to the provisions of the Companies Act 2001, and any other statute for the time being in force, every director or other officer of the company shall be entitled to be indemnified out of the assets of the company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to, or be incurred by the company in the execution of his office, or in relation thereto.

#### **13.5 Directors' expenses**

The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

13.5.1 meetings of directors or committees of directors;

13.5.2 General Meetings, or

13.5.3 separate meetings of the holders of any class of shares or of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.”

### **16. DIVIDENDS AND RESERVES**

#### **“16.1 Declaration of dividends**

16.1.1 The company in general meeting of Members may declare dividends but may not declare a larger dividend than that declared by the directors and no dividend shall be declared and paid except out of profits and unless the directors determine that immediately after the payment of the dividend:

16.1.1.1 the company will be able to satisfy the solvency test in accordance with Section 6 of the Companies Act 2001; and

16.1.1.2 the realisable value of the assets of the company will not be less than the sum of its total liabilities, other than deferred taxes, as shown in the books of account, and its capital.

16.1.2 Dividends may be declared and paid in money, shares or other property.”

#### **“16.2 Computation of profit**

In computing the profits for the purpose of resolving to declare and pay a dividend, the directors may include in their computation the net unrealised appreciation of the assets of the company.

#### **16.3 Interim dividends**

The directors may from time to time pay to the Members such interim dividends as appear to the directors to be justified by the surplus of the company.

#### **16.4 Entitlement to dividends**

16.4.1 Subject to the rights of holders of shares entitled to special rights as to dividends, all dividends shall be declared and paid according to the par value of the shares in issue at the date of declaration of the dividend.

16.4.2 If several persons are registered as joint holders of any share, any of them may give effectual receipt for any dividend or other monies payable on or in respect of the share.”



---

## COMPANY STRATEGY, PROCESS AND OPERATIONS

---

### OVERVIEW

Initially, Rockcastle invests in listed real estate securities in selected developed jurisdictions including Canada, New Zealand, Australia, Singapore, France, the Netherlands, Hong Kong, the United States and the United Kingdom. It is the board's view that the real estate investment vehicles established and listed in these jurisdictions have attractive yields and fundamentally sound property portfolios that represent attractive investment opportunities. These investments will be held directly, or via subsidiaries incorporated in various jurisdictions for the purposes of maximising the tax efficiencies of Rockcastle's investments, a critical consideration when investing globally in REITs.

Rockcastle employs aggressive and proactive asset management to acquire global real estate securities and to source, own, develop and build, operate and manage commercial property and where appropriate may provide transactional, financial and management level activities to the investments, whether in global listed securities or in direct properties, including formulating business strategy and execution, procurement, finance, marketing and related business level and project level management services.

The management of Rockcastle adopts a macro-assessment, or top-down, and a micro-assessment, or bottom-up, analytical approach to investing. This involves assessing the macro-economic environment of the jurisdictions in which it intends investing. This macro-assessment includes (but is in no way limited to):

- the maturity of the REIT industry;
- the legislation governing the REITs;
- the growth prospects in real estate;
- yields;
- long-bond rates;
- consumer price index, or inflation;
- relative currency strength; and
- the prospects for the jurisdiction, including GDP growth.

The micro-assessment includes (but is in no way limited to):

- analysing individual companies or counters in a watch list, which is analysed and reviewed regularly;
- an analysis of counter performance over various metric periods;
- an understanding of the management team, their business philosophy, the areas of competence, and their experience and record of growth; and
- a fundamental analysis of the financial statements of the company, a review of the investments of the company and a review of analyst reports concerning the company.

---

**SCHEDULE OF INVESTMENTS**


---

<b>Listed security investment</b>	<b>Primary sector</b>	<b>Market value as at 30 June 2013 USD</b>
<b>United States of America</b>		
Simon Property Group	Retail	48 186 950
Avalonbay Communities	Residential	37 791 600
Digital Realty Trust	Other/Diversified	25 315 000
Senior Housing Properties Trust	Healthcare	25 142 399
Hospitality Properties Trust	Hotel	24 975 500
MFA Financial	Mortgage	24 476 000
Annaly Capital Management	Mortgage	23 883 000
Kimco Realty Corporation	Retail	20 894 250
Boston Properties	Office	16 868 799
		<b>247 533 498</b>
<b>Europe</b>		
Unibail-Rodamco	Retail	50 036 110
Corio	Retail	28 039 461
Eurocommercial Properties	Retail	25 029 018
Klepierre	Retail	19 109 695
Mercialys	Retail	11 568 607
Warehouses de Pauw	Industrial	2 083 487
		<b>135 866 378</b>
<b>Canada</b>		
RioCan Real Estate Investment Trust	Retail	27 637 185
First Capital Realty Incorporated	Retail	24 463 148
H & R Real Estate Investment Trust	Other/Diversified	17 125 249
Dundee Real Estate Investment Trust	Office	15 477 890
Calloway Real Estate Investment Trust	Retail	4 890 157
		<b>89 593 629</b>
<b>Singapore</b>		
CapitaMall Trust	Retail	43 984 843
Ascendas Real Estate Investment Trust	Industrial	28 915 377
		<b>72 900 220</b>
<b>United Kingdom</b>		
Hammerson plc	Retail	29 659 161

British Land Company plc	Other/Diversified	28 445 679
		<b>58 104 840</b>
<b>Australia</b>		
Westfield Group	Retail	23 615 557
CFS Retail Property Trust Group	Retail	20 772 362
Growthpoint Properties Australia Limited	Other/Diversified	7 509 603
		<b>51 897 522</b>
<b>Hong Kong</b>		
The Link Real Estate Investment Trust	Retail	33 361 269
		<b>33 361 269</b>
<b>Total listed securities investment balance</b>		
		<b>689 257 356</b>

