



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

---

## NOTICE OF GENERAL MEETING OF MEMBERS

---

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

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

Notice is hereby given to the members of the Company who are recorded in the register as at the close of business on Friday, 3 July 2015, that a general meeting of the Company will be held at c/o Intercontinental Trust Ltd, Level 3, Alexander House, 35 Cybercity, Ebene 72201, Mauritius on 13 July 2015 at 10:00 Mauritian time (08:00 South African time) to consider and, if deemed fit to pass, with or without modification, the following special resolution, pertaining to the approval of the Rockcastle Share Purchase Scheme (the "Scheme").

#### Special Resolution Number 1:

To consider and if thought fit to pass with or without modification(s), the following resolution:

**"RESOLVED TO** approve the adoption of the Rockcastle Share Purchase Scheme (the "Scheme"), and all actions taken by the Company to implement the Scheme, a copy of which Scheme is attached and deemed to form part of this Resolution."

The purpose of this special resolution number 1 is to align the interests of the Company's employees and executive directors with those of the shareholders of the Company by providing such persons an opportunity to acquire shares in the Company.

In order for special resolution number 1 to be adopted, the support of at least 75% of the total number of votes exercisable by shareholders, present in person or by proxy, is required to pass this resolution.

The salient dates and times in relation to the general meeting are set out below:

	<b>2015</b>
Notice of general meeting posted to members on	Monday, 15 June
Record date to be recorded in the register in order to be entitled to vote at the general meeting	Friday, 3 July
Last day to lodge forms of proxy for the general meeting by 10.00 Mauritian time (08:00 South African time) on	Thursday, 9 July
General meeting held at 10:00 Mauritian time (08:00 South African time) on	Monday, 13 July

Members holding shares in dematerialised form in "own name":

- may attend and vote at the general meeting; alternatively
- may appoint an individual as a proxy (who need not also be a member of the company) to attend, participate in and speak and vote in your place at the general meeting by completing the attached form of proxy and returning it to the company secretary, by no later than 10:00 Mauritian time (08:00 South African time) on Thursday, 9 July 2015. Alternatively, the form of proxy may be handed to the chairman of the general meeting at the general meeting or at any time prior to the commencement of the general meeting. Please note that your proxy may delegate his/her authority to act on your behalf to another person, subject to the restrictions set out in the attached form of proxy. Please also note

that the attached form of proxy must be delivered to the company secretary or handed to the chairman of the general meeting, before your proxy may exercise any of your rights as a member of the company at the general meeting.

Please note that any member of the company that is a company may authorise any person to act as its representative at the general meeting.

Please note that if you are the owner of dematerialised shares held through a Central Securities Depository Participant (“CSDP”), the Central Depository and Settlement Company Limited (“CDS”) or broker (or their nominee) or and are not registered as an “own name” dematerialised shareholder, then you are not a registered shareholder of the company, but your CSDP, CDS or broker (or their nominee) would be.

Accordingly, in these circumstances, subject to the mandate between yourself and your CSDP, CDS or broker as the case may be:

- if you wish to attend the general meeting you must contact your CSDP, CDS or broker, and obtain the relevant letter of representation from it; alternatively
- if you are unable to attend the general meeting but wish to be represented at the general meeting, you must contact your CSDP, CDS or broker, and furnish it with your voting instructions in respect of the general meeting and/or request it to appoint a proxy. You must not complete the attached form of proxy. The instructions must be provided in accordance with the mandate between yourself and your CSDP, CDS or broker, within the time period required by your CSDP, CDS or broker.
- CSDP’s, CDS’ or brokers or their nominees, as the case may be, recorded in the company’s sub-register as holders of dematerialised shares should, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised shares, vote by either appointing a duly authorised representative to attend and vote at the general meeting or by completing the attached form of proxy in accordance with the instructions thereon and return it to the company secretary, by no later than 10:00 Mauritian time (08:00 South African time) on Thursday, 9 July 2015. Alternatively, the form of proxy may be handed to the chairman of the general meeting at the general meeting at any time prior to the commencement of the general meeting.

#### **Voting at the general meeting**

In order to more effectively record the votes and give effect to the intentions of members, voting on all resolutions will be conducted by way of a poll.

By order of the board

**Intercontinental Trust Limited**  
**Company secretary**  
 Mauritius

15 June 2015

**Address of registered office**  
 c/o Intercontinental Trust Ltd,  
 Level 3, Alexander House, 35 Cybercity,  
 Ebene 72201, Mauritius

**Address of transfer secretaries**  
 Link Market Services South Africa Proprietary Limited  
 13th Floor, Rennie House, 19 Ameshoff Street,  
 Braamfontein, 2001  
 (PO Box 4844 Johannesburg 2000)