THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take in relation to this Circular, please consult your accountant, broker, banker, CSDE, legal advisor or other professional advisor immediately. This document is issued in compliance with the provisions of the Listings Requirements, to the Unitholders of RDC, for the purposes of explaining the Proposed Property Investments and the Rights Offer.

RDC PROPERTIES LIMITED
(Incorporated in the Republic of Botswana on 18/04/1996)
(Company number: 96/592)
BSE Ordinary Share Code: RDCP
(“RDC” or “the Company”)

CIRCULAR IN RESPECT OF THE RESOLUTIONS PROPOSED AT THE EXTRAVAGANZA GENERAL MEETING OF 15th SEPTEMBER 2015

Containing:
• explanation in respect of the Bonus Issue;
• explanation in respect of the Rights Offer; and
• explanation for amendments to the Constitution.

The Company is in need of capital in an amount estimated at up to P235 million in order to take advantage of opportunities, which have presented themselves, which if the Company takes the opportunities, will result in a desirable diversification of the Company’s portfolio. The Company considers an issue of New Linked Units by way of a bonus issue as well as by way of a renounceable rights offer to be an appropriate means of raising such capital. The existing holders of Linked Units will have the ability to take up, or trade their rights in respect of the rights offer with third parties. The Company and its advisers have assessed an appropriate and fair price at which to offer the Linked Units based on prevailing market conditions and the prevailing traded price of Linked Units of the Company and more definitive costs of each opportunity. The price at which the New Linked Units will be offered will be P2.25 for both the bonus issue and the renounceable rights offer.

Unitholders are advised that the Company intends to proceed with a Bonus Issue and a Rights Offer with the salient features summarised below.

1. Salient features of the Bonus Issue

1.1. The Company will be proposing a bonus issue (the “Bonus Issue”), in terms of which, Unitholders will be given 1 (one) Linked Unit for every 10 (ten) Linked Units held. As there are currently 222,182,055 (two hundred and twenty two million, one hundred and eighty two thousand and fifty five) Linked Units in the share and debenture capital of RDC in issue, 22,218,206 (twenty two million, two hundred and eighteen thousand, two hundred and six) New Linked Units will be issued as a Bonus Issue (“Bonus Issue Linked Units”).

1.2. The value of the Bonus Issue has been calculated as the Net Asset Value (NAV) as at 31 December 2014 of P2.47 per Linked Unit, less the Rights Issue price of P2.25 per Linked Unit (see below) i.e. P0.22 per Linked Unit. Using the Rights Issue price of P2.25 the bonus ratio would be 1 unit for every 10 units held. This results in an equivalent value of P49,900,964 at P2.25 per linked unit.

1.3. The purpose of the Bonus Share Issue is to ensure no prejudice to the current Unitholders, by transferring a portion of NAV to them prior to the Rights Issue, since the Rights Issue is being priced at a discount of approximately 9% to NAV.

1.4. The company is considering the tax treatment of the Bonus Issue for the Company and its holders of
Linked Units. Advice is being sought in this respect. The implementation of the Bonus issue is conditional upon the approval thereof by holders of Linked Units at the upcoming EGM on 15 September 2015.

2. Salient features of the Rights Offer

2.1. Unitholders are advised that the Company will be proposing a renounceable rights offer (the “Rights Offer”), in terms of which, Unitholders will be offered the right to subscribe for approximately 103,147,006 (one hundred and three million, one hundred and forty seven thousand and six) new Linked Units in the share and debenture capital of RDC (“Rights Offer linked Units”), at a subscription price of P2.25 per Rights Offer Linked Unit, in a ratio of 1 (one) Rights Offer Linked Unit to 2.37 (two point three seven) existing linked units held on the record date for the Rights Offer (“Record Date”).

2.2. The implementation of the Rights Offer is conditional upon the approval thereof by holders of Linked Units in the upcoming EGM on 15 September 2015 and approval for listing of the Rights Offer Linked Units by the Botswana Stock Exchange (the “BSE”).

2.3. The Rights Offer will not include the right for holders of Linked Units to apply for excess Rights Offer Linked Units.

3. Important dates and times

<table>
<thead>
<tr>
<th>Salient dates</th>
<th>2015</th>
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</thead>
<tbody>
<tr>
<td>EGM (15:00)</td>
<td>Tuesday, 15 September</td>
</tr>
<tr>
<td>Results of EGM and Bonus Issue &amp; Rights Offer press announcement</td>
<td>Friday, 18 September</td>
</tr>
<tr>
<td>Third Rights Offer announcement</td>
<td>Wednesday, 30 September</td>
</tr>
<tr>
<td>Record Date - Rights Offer and Bonus Issue</td>
<td>Friday, 2 October</td>
</tr>
<tr>
<td>Letters of Allocation and Securities listed on the BSE</td>
<td>Monday, 5 October</td>
</tr>
<tr>
<td>Circular made available</td>
<td>Friday, 9 October</td>
</tr>
<tr>
<td>Circular dispatched to holders of Linked Units</td>
<td>Friday, 9 October</td>
</tr>
<tr>
<td>Bonus Issue Linked Units allotted and listed</td>
<td>Friday, 9 October</td>
</tr>
<tr>
<td>Rights Offer opens</td>
<td>Wednesday, 28 October</td>
</tr>
<tr>
<td>Form of Instruction posted to Qualifying Unitholders</td>
<td>Thursday, 29 October</td>
</tr>
<tr>
<td>Last day for dealing in Letters of Allocation</td>
<td>Friday, 30 October</td>
</tr>
<tr>
<td>New Rights Offer Linked Units listed on the BSE</td>
<td>Friday, 6 November</td>
</tr>
<tr>
<td>Rights Offer closes (14:30)</td>
<td>Friday, 6 November</td>
</tr>
<tr>
<td>Results of Rights Offer announced</td>
<td>Friday, 6 November</td>
</tr>
</tbody>
</table>

Notes:

1. Unless otherwise indicated, all times are Botswana times.

2. Any changes to this timetable shall be notified to holders of Linked Units, by publication in the press.
4. Use of funds raised in the Rights Offer

The funds raised will be used to pursue opportunities to increase RDC’s regional exposure in Southern Africa, being:

4.1. South Africa: A property has been identified in the CBD of Cape Town, largely consisting of undeveloped land. The property is currently let as a parking lot servicing a well-known restaurant. This property has been earmarked by RDC as a development project. A memorandum of understanding for a joint development has been signed with the current owners of the property. The property development will be carried out in joint venture with the current owners. The preliminary feasibility and projections estimate a total project cost of approximately R190M, excluding furniture, fittings and equipment. The RDC participation in the JV is expected to be 45% with management control. Approximately P70 million of the capital raised from the Rights Issue will be applied to this project.

4.2. Mozambique: High returns are expected for investors in Mozambique, as the economic outlook for this country is very promising with the current oil and gas developments taking place. The controlling shareholders of RDC have invested in an engineering consulting firm in Mozambique to, among others, source development opportunities for RDC. The sectors envisaged are the retail and hospitality property sectors. It is anticipated that within the next 12 months a development project should be identified that ought to provide the required yield. An estimated figure of P50-P75 million of the funds raised from the Rights Issue would be applied to the envisaged type of development.

4.3. Namibia: Stable returns are expected in Namibia. The economy mirrors the fundamentals of Botswana, however, the outlook for Namibia is very promising with a stable political environment, positive economic prospects with the development of new mines (gold, uranium and diamonds) and a diversification of the economy gathering momentum. The themes for government development plans are strong infrastructure developments (port of Walvis Bay and highways) and support to the development of the food processing (fisheries) and tourism industries. RDC is reviewing opportunities in the retail and hospitality property sectors and shall pursue an allocation of part of the Rights Issue cash raised to this area. The rental yields are in line with Botswana yields but the market is deeper and the growth experienced over the last year is anticipated to continue. An estimated figure of between P50-P75 million of the funds raised from the Rights Issue would be applied to projects in the region.

5. Opinions and Recommendations

The Directors are of the opinion that the terms and conditions of the Proposed Rights Offer are fair and reasonable and will be to the long-term benefit of RDC and holders of its Linked Units. Accordingly the Directors recommend that holders of Linked Units vote in favour of the Resolutions necessary to approve and implement the increase of Stated Capital and Debenture Capital and Rights Offer. The Directors will be voting the Linked Units they hold in favour of the Resolutions.

6. Circular

The Circular containing full details of the Bonus Issue and Rights Offer will be posted to Ordinary Shareholders on or about 9 October 2015, subject to the approval of the Rights Offer by the BSE as referred to above.

7. Amendment to Constitution

The Directors caused the Constitution as amended in June 2014 to be reviewed by its legal advisor, Neill Armstrong of Collins Newman & Co., and were advised such Constitution could be improved, and “modernized” to incorporate advances in the Companies Act and BSE Listing Requirements. The changes are explained below:

Clause 1.1 (a) necessary definitions of the “BSE Listing Requirements” and “Linked Units” have been inserted.

(b) by virtue of the fact that the Company could conceivably issue (i) Linked Units comprising Ordinary Shares and Debentures indivisibly linked, (ii) shares to which debentures are not linked, (iii) debentures which are not linked to shares, there could be
meetings of holders of the different Securities and hence the definition of “Ordinary Resolution” should have been extended to cater for this.

(c) a necessary definition of “Ordinary Share” is inserted

(d) a definition of “Security” to cover all types of instrument the Company could issue has been inserted and that definition is carried to and used throughout the Constitution.

Clause 3 (c) has been extended to include development of property, in line with the intent of the clause.

Clauses 3 (f), (g) and (j) have been combined and amended to exclude activities other than those allied to involvement in immovable property, in order not to compromise the Company’s standing as a variable rate loan stock company as defined in the Income Tax Act.

Clause 3 (j) has been amended to exclude activities other than involvement in immovable property, in order not to compromise the Company’s standing as a variable rate loan stock company as defined in the Income Tax Act.

The previous clauses 3 (o) (r) (dd) and (hh) have been removed and the previous clauses 3 (p) (q) (s) (w) (x) (bb) amended to exclude activities which, if pursued, would compromise the standing of the Company as a variable rate loan stock company as defined in the Income Tax Act.

Clause 6 has been simplified.

Clauses 8.1 and 8.2 have been amended to reflect the requirement (introduced in 2015) that all listed Securities be held in dematerialized non certificate form.

Clause 11.1 has been amended to allow directors to issue new ordinary shares - in keeping with the Companies Act.

Clause 11.2 has been restated to state clearly the Directors can issue Securities, other than by rights offer, for particular purposes, without being compelled to make a rights offer. The misplaced definition of ‘Linked Units’ has been deleted.

Clause 12.1 (c) as a repeat of clause 12.1(c), has been deleted.

Clause 14.13 has been amended for clarity.

Clause 17 has been amended to reflect that it be the holders of Linked Units who appoint Directors.

Clause 18.2 was misplaced and hence deleted.

Clauses 19 and 20.1 are amended to restate the control of holders of Linked Units over the powers of directors.

Clause 20.3 as a repeat of clause 20.2, is deleted.

Clause 23.2 is amended to restate the control of holders of Linked Units over removal of directors.

Clauses 30 and 31 are amended to restate the fact that payments to holders of Securities may be by way of dividend or interest (a distribution).

Clause 30.7 has been expanded to include payments by electronic funds transfer.

Clauses 33.3 and 35.1 and 35.2 have been amended to allow the Company to send notices, circulars, annual reports etc., to holders of Securities by electronic means, and to cater for the fact that not all notices have to be sent 21 days in advance (the time period for notice of an AGM or EGM is set out elsewhere in the Constitution).

A copy of the Constitution, with amendments annotated, is available for inspection at the Company’s principal place of business and registered office of the Company.

**Action required by Unitholders for the EGM**

- The proposed Bonus Issue and Rights Offer are conditional on the Special Resolution for increase in stated and debenture capital and the Bonus Issue and the Rights Offer being approved by the requisite majority of holders of Linked Units at the EGM.

- The proposed amendments to the Constitution, in order to effect corrections and render it up to date require approval by a Special Resolution.

- A notice convening the EGM to be held at Plot 5624, Lejara Road Broadhurst Industrial, Gaborone at 15:00 on Tuesday, 15th September 2015, is attached to this Circular. The relevant form of proxy is also attached.

- Unitholders who are unable to attend the EGM but wish to be represented therein should complete the attached form of proxy and return it to the offices of the Transfer Secretaries so as to be received no later than Friday, 11th September 2015.
Submission of a form of proxy will not preclude a holder of Linked Units from attending and voting in person at the EGM.

RDC has undertaken a dematerialisation of shares process. Please refer to the “RDCP Dematerialisation Circular” announcement released on X-News on 19 August 2015.

Dated this Monday 17th Day of August 2015

By order of the Board

Chairman

PRICewaterhouSeCOOpers (PTY) LIMITED

Company Secretary
NOTICE OF AN EXTRAORDINARY GENERAL MEETING OF HOLDERS OF LINKED UNITS AND ANNOUNCEMENT IN RESPECT OF A BONUS ISSUE AND RIGHTS OFFER

NOTICE OF EGM

Notice is hereby given of an Extraordinary General Meeting of holders of linked units issued by the Company to be held at Plot 5624, Lejara Road, Broadhurst Industrial, Gaborone at 15:00 on Tuesday, 15 September 2015, to consider and if thought fit to adopt, with or without amendment, the following:

As a Special resolution

1. That the Constitution of the Company be amended as set out in the circular sent to holders of linked units, in respect of this meeting.

As a Special Resolution

2. The Company: (i) increase its stated capital by an amount of up to P245 million, such increase in share capital to comprise shares which shall rank equally and pari passu in all respects with the existing issued shares of the Company and (ii) increase its debenture capital by an amount of up to P41 million, which debentures shall rank equally and pari passu in all respects with the existing issued debentures of the Company, on the basis that each of the new shares so created shall be indivisibly linked with one of the new linked units so created with the result that up to P286 million worth of new linked units are created ("the New Linked Units").

As an Ordinary Resolution

3. A portion of, or all of the New Linked Units be issued to the existing holders of linked units in the Company by way of a bonus issue, as described in the Circular to Unitholders to be distributed on or about 9th October 2015 (the "Circular"), at a price per linked unit of P2.25, in the ratio basis of One New Bonus Linked Unit to every Ten existing Linked Units held by current holders thereof, in accordance with the process and the salient dates and time set forth in the Circular.

As a Special Resolution

4. A portion of, or all of the New Linked Units be offered to the existing holders of linked units in the Company by way of a renounceable rights offer, as described in the Circular to Unitholders to be distributed on or about 9th October 2015 (the "Circular"), at a price per linked unit of P2.25, in the ratio of 1 (one) New Rights Offer Linked Units to 2.37 (two point three seven) existing Linked Unit held by the current holders thereof, and/or such proportionate lower number of Linked Units in respect of a holding of less than 100 Linked Units held, and, in respect of linked units the subject of the rights offer not taken up by existing holders of linked units, to third parties who may offer to subscribe for the same or the underwriter(s) who may be obliged to subscribe for some in terms of the underwriting undertaking as set out in the Circular, in the period and in accordance with the process and the salient dates and time set forth in the Circular.

By order of the Board

21 August 2015
RDC PROPERTIES LIMITED
(Incorporated in the Republic of Botswana on 18/04/1996)
(Company number: 96/592)
BSE Ordinary Share Code: RDCP
("RDC" or "the Company")

FORM OF PROXY

FOR USE BY UNITHOLDERS AT THE EXTRAORDINARY GENERAL MEETING OF RDC TO BE HELD AT PLOT 5624, LEJARA ROAD, BROADHURST INDUSTRIAL, GABORONE AT 15:00 ON TUESDAY, 15 SEPTEMBER 2015.

A Unitholder entitled to attend and vote at the general meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a holder of Linked Units of the Company.

Unitholders who have dematerialised their Linked Units, other than "own-name" Dematerialised Unitholders, with the CSDB or broker should advise the CSDB or broker as to what action they wish to take. This must be done in terms of the agreement entered into between them and the CSDB or broker. Unitholders, other than "own name" Dematerialised Unitholders who have dematerialised their Linked Units must not return this form of proxy to the transfer secretaries. Their instructions must be sent to their CSDB or broker for action.

I/We (Full name in BLOCK LETTERS)

being the holder/s of

Linked Units, hereby appoint:

1. 

or failing

2. 

or failing

3. the Chairman of the EGM,

as my/our proxy to attend, speak on my/our behalf at the EGM and at any adjournment thereof, and to vote or to abstain from voting on my/our behalf on the special and ordinary resolutions to be proposed at the EGM (as included in the Notice of EGM), as follows:

<table>
<thead>
<tr>
<th>Resolution</th>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
</tr>
</thead>
<tbody>
<tr>
<td>Special Resolution 1</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Special Resolution 2</td>
<td></td>
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<tr>
<td>Ordinary Resolution 3</td>
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<tr>
<td>Special Resolution 4</td>
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</tbody>
</table>

Please indicate with an "X" how you wish your votes to be cast. Unless otherwise directed, the proxy will vote or abstain as he thinks fit in respect of your entire holding.

Signed this day of 2015

Signature of Unitholder

Assisted by me (where applicable)

Please read the notes on the reverse hereof.
NOTES:

1. Every Unitholder present in person or represented by proxy and entitled to vote at the EGM of the Company shall, on a show of hands, have only one vote, irrespective of the number of Linked Units such Unitholder holds. In the event of a poll, every Unitholder present in person or represented by proxy and entitled to vote shall be entitled to such number of votes as is equal to the number of Linked Units held by it.

2. A Unitholder may insert the name of a proxy or the names of two alternative proxies of the member’s choice in the space(s) provided overleaf, with or without deleting “the Chairman of the EGM”, but any such deletion must be initialed by the Unitholder. Should this space be left blank, the proxy will be exercised by the Chairman of the EGM. The person whose name appears first in the list of names which has not been deleted on the form of proxy and who is present at the EGM will be entitled to act as proxy to the exclusion of those whose names follow.

3. A Unitholder’s voting instructions to the proxy must be indicated by the insertion of an “X”, or the number of votes exercisable by that Unitholder, in the appropriate spaces provided overleaf. Failure to do so will be deemed to authorise the proxy to vote or abstain from voting at the EGM, as he/she thinks fit in respect of all the Unitholder’s exercisable votes. A Unitholder or his/her proxy is not obliged to use all the votes exercisable by him/her or by his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the Unitholder or by his/her proxy.

4. The proxy shall have the power to attend at any adjournment of the meeting and to vote on any amendment to any of the resolutions which may be proposed at the meeting.

5. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.

6. To be valid, the completed forms of proxy must be lodged with the transfer secretaries of the Company, PWC, or posted to the transfer secretaries at Plot 50371 Fairground Office Park, Gaborone, to be received by them by not later than 09:00 on Friday, 11th September 2015.

7. The power of attorney or other authority establishing the authority of a person signing this form of proxy in a representative capacity, or a notarially certified copy hereof, must be attached to this form of proxy unless previously recorded by the transfer secretaries or waived by the Chairman of the EGM.

8. The completion and lodging of this form of proxy will not preclude the relevant Unitholder from attending the EGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Unitholder wish to do so.

9. The completion of any blank spaces overleaf need not be initialed. Any alterations or corrections to this form of proxy must be initialed by the signatory/ies.

10. The Chairman of the EGM may accept any form of proxy which is completed, other than in accordance with these instructions and notes, provided that the Chairman is satisfied as to the manner in which a Unitholder wishes to vote.

11. A vote given in accordance this form of proxy shall be valid notwithstanding the previous legal incapacity of the principal or revocation of the form of proxy or the transfer of the Linked Unit in respect of which the vote is given, unless an intimation in writing of such legal incapacity or transfer shall have been lodged with the transfer secretaries of the Company, PWC or posted to the transfer secretaries at Plot 50371 Fairground Office Park, Gaborone, to be received by them by not later than 09:00 on Friday, 11th September 2015.