

This document is important and requires your immediate attention

If you are in any doubt as to what action to take, please consult your stockbroker, banker, attorney, accountant or other professional adviser immediately.

Action required

1. If you have disposed of your shares in Realestate Development Company Limited, kindly forward this document to the purchaser or agent through whom such sale was effected.
2. If you are unable to attend the extraordinary general meeting to be held at 11:00 on Wednesday, 28 August 1996, you should complete and return the attached form of proxy as soon as possible.



Realestate Development Company Limited

(Registration number 92/10)
("RDC" or "the Company")

Circular to shareholders

regarding

- **the sale of all the assets and liabilities of the Company and its subsidiaries to RDC Properties Limited;**
- **the change of name of RDC to Property Development and Portfolio Company Limited; and**
- **the members voluntary winding-up of the Company;**

incorporating

a proposed pre-listing statement of



RDC Properties Limited

(Registration number 96/592)
("RDCP")

Corporate adviser

Sponsoring broker

Attorneys



FirstCorp (Botswana) Limited
(Registration number 90/1536)
(A member of the
First National Bank Group)



Stockbrokers Botswana Limited
(Registration number 88/1163)
(A member of the
Botswana Stock Exchange)



TABLE OF CONTENTS

	Page
Corporate information	1
Definitions	2
Salient dates and times	3
Circular to shareholders	
1. Introduction	4
2. Salient features of the transactions	5
3. The restructure, winding-up and placement for cash	6
4. Financial effects of the transactions	7
5. Salient features of the RDCP linked units	8
6. Conditions precedent	9
7. Further information concerning RDC	9
8. Directors' responsibility	10
Notice convening an extraordinary general meeting	11
Form of proxy	Attached
Proposed pre-listing statement of RDCP	17