



OSIRIS PROPERTIES INTERNATIONAL LIMITED
(Incorporated in Bermuda with registration number 46566)
BSX share code: OPI.BH
JSE share code: OPI
ISIN: BMG6786C1038
("Osiris" or "the company")

NOTICE OF SPECIAL GENERAL MEETING

As communicated to investors at the time of the company’s listings on the Bermuda Stock Exchange (“**BSX**”) and the Alternative Exchange of the Johannesburg Stock Exchange (“**JSE**”), the company’s primary objective is to invest opportunistically in real estate assets that will provide strong sustainable income from high quality tenants. In furtherance of these objectives, the company is to embark on a strategy of acquiring a substantial portfolio of African real estate assets (this would exclude assets situated in South Africa) under the guidance of a new board of directors and investment manager.

Shareholders are advised that a special general meeting of the company’s shareholders will be held at the company’s registered office, Williams House, 3rd Floor, 20 Reid Street, Hamilton, HM11, Bermuda on Monday, 12 May 2014 at 10:00 (Atlantic Daylight Time) for the consideration of resolutions in the furtherance of the proposed changes set out above, which will have the following effects:

- changing the name of the company from “Osiris Properties International Limited” to “Delta International Property Holdings Limited”;
- redenominating the currency of the company from Pounds Sterling (“**GBP**”) to United States Dollar (“**US\$**”);
- authorising the directors of the company to issue and allot up to approximately 200,000,000 new shares to acquire an interest, directly or indirectly, in Anfa Place Shopping Centre;
- authorising the directors of the company to issue and allot up to 20% of the authorised shares of the company or to grant any offers, agreements or options which would or might require securities to be issued, allotted or disposed of for or in connection with acquisition of African real estate assets (excluding assets situated in South Africa) on such terms as they seem fit from time to time;
- authorising the directors of the company to allot and issue securities of the company or to grant offers, agreements or options which would or might require securities to be issued, allotted or disposed in excess of 20% of the existing issued share capital of the issuer from time to time, as detailed above, provided that such authority will only continue in force until the conclusion of the first annual general meeting of the company following the passing of such resolution, unless such resolution is renewed by ordinary resolution passed at the annual general meeting or, such resolution is revoked or varied by ordinary resolution of the shareholders in general meeting, whichever occurs first; and
- changing the board of directors as follows:

the resignation of the following directors of the company:

1. Serge Richard;
2. Peter Todd;
3. Julie Lamberth-Dawson;
4. Nicolaas Faure;
5. Tiffany Purves; and

it is proposed that, subject to the receipt of the necessary shareholder approval, the following persons will be elected as directors of the company:

1. Bronwyn Anne Corbett (33) – Bronwyn is a Chartered Accountant and CFO/COO of Delta Property Fund Limited, a company listed on the JSE (“Delta”). She has over 9 years’ experience in the property sector with specific focus on property ownership;
2. Sandile Hopeson Nomvete (41) – Sandile is a graduate of the Property Development Programme from the University of Cape Town Graduate School of Business, as well as the Executive Development Programme and Finance for non-financial managers Diploma from the University of Witwatersrand. He is the Chief Executive Director of Delta and serves as a director on a number of non-listed entities;
3. Paul David Simpson (60) – Paul is an Independent Non-Executive Director of Delta and has extensive experience and comprehensive track record of delivering sustainable, profitable growth in the retail and property sector; and
4. Gregory Pearson (35) – Greg is a graduate of Kingston University London, having studied Business Management and Project Management and is registered with the Chartered Management Institute. He has project and market sector expertise and has worked in over 40 African countries to date.

Osiris has a primary listing on the Bermuda Stock Exchange and a secondary listing on the Alternative Exchange of the JSE.

17 April 2014

JSE sponsor



BSX sponsor: Global Custody and Clearing Limited, Bermuda