

## NOTICE OF GENERAL MEETING

**Delta International Property Holdings Limited**  
(Formerly Osiris Properties International Limited)  
(Incorporated in Bermuda with registration number 46566)  
BSX share code: DLI.BH  
JSE share code: DLI  
ISIN: BMG2707T1018  
(“**Delta International**” or “**the company**”)



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This document is important and requires your immediate attention. If you are in any doubt as to any aspects of this notice of general meeting (“**Notice**”), you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

When considering what action you should take, you are recommended to seek your own personal financial advice from a suitable adviser.

If you sell or have sold or transferred all or any of your shares in the Company you should hand this document and the documents accompanying it to the purchaser or agent through whom the sale was effected for transmission to the purchaser.

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Notice is hereby given that a special general meeting (the “**general meeting**”) of the members of the Company will be convened at the Company’s registered office, Williams House, 3<sup>rd</sup> Floor, 20 Reid Street, Hamilton, HM11, Bermuda on Thursday, 23 October 2014 at 10:00 am (Atlantic Daylight Time) for the purposes of considering and, if thought fit, passing, with or without modification, the resolutions set out below.

### **BACKGROUND AND INTRODUCTION**

As communicated to investors at the time of the company’s listings on the Bermuda Stock Exchange (“**BSX**”) in July 2012 and the Alternative Exchange of the Johannesburg Stock Exchange (“**JSE**”) in August 2012, 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 and under the guidance of the new board of directors and investment manager, the company has embarked on a strategy of acquiring a substantial portfolio of African real estate assets (this would exclude assets situated in South Africa). The resolutions set out below are being proposed in the furtherance of this strategy. Further information on each of the resolutions proposed is set out in the announcement to shareholders dated 1 October 2014, a copy of which is annexed to this notice of general meeting as **Annexure B**.

Pursuant to unanimous written resolutions of the Board of Directors of the Company (the “**Board**”) passed in accordance with the Company’s bye-laws and the Bermuda Companies Act 1981 (as amended) on 26 September 2014, the Board, recommends that the Shareholders vote in favour of the following resolutions.

### **RESOLUTION NUMBER 1:**

**THAT** the Company is discontinued as a Bermuda exempt company and continues as a Global Business Company in Mauritius under the name “Delta International Property Holdings Limited”.

**RESOLUTION NUMBER 2:**

**THAT** the Directors be authorised to take the necessary action to discontinue the Company in Bermuda pursuant to the requirements of the Companies Act 1981 of Bermuda.

**RESOLUTION NUMBER 3:**

**THAT** Apex Fund Services (Mauritius) Ltd be and is hereby authorised to submit the application for registration and continuation of the Company in Mauritius pursuant to the requirements of the law of Mauritius on companies and the global business sector (the “Mauritius Company Law”) including, inter alia, the adoption of a new Constitution, in accordance with the laws of Mauritius, a copy of which is annexed hereto as **Annexure A**, with effect from the date of the registration of the Company in Mauritius.

**RESOLUTION NUMBER 4:**

**THAT** Apex Fund Services (Mauritius) Ltd. be and is hereby authorised to register all documents in Mauritius necessary in furtherance of the above resolutions pertaining to the Company’s intention to discontinue in Bermuda and register and continue in Mauritius, and further:

- (a) to appoint Maheshwar Doorgakant as a Director of the Company;
  - (b) to appoint Apex Fund Services (Mauritius) Ltd of 4<sup>th</sup> Floor, Raffles Tower, 19 Cybercity, Ebene, Mauritius as the Company’s resident management company in Mauritius; and
  - (c) to record the Company’s new registered office address at 4<sup>th</sup> Floor, Raffles Tower, 19 Cybercity, Ebene, Mauritius with the relevant authorities
- in each case conditional upon and simultaneous with the Company’s registration in Mauritius becoming effective.

**RESOLUTION NUMBER 5:**

**THAT** subject always to successful discontinuation of the Company in Bermuda and registration and continuance of the Company in Mauritius, the Directors be and are hereby authorised to apply for a primary listing of the Company’s securities on the Official List of the Stock Exchange of Mauritius (“**SEM**”) and concurrently to apply for a delisting of the Company’s securities currently listed on the Bermuda Stock Exchange (“**BSX**”).

*Each resolution requires the approval of more than 50% of the votes cast on such resolution.*

By order of the Board

**Apex Fund Services Ltd**  
*Secretary*

1 October 2014

Note: *Shareholders unable to attend are requested to complete the attached form of proxy and return it for the attention of Sharon Ward via email to [sharon@apex.bm](mailto:sharon@apex.bm) or deposit it physically at the address stated in the notes to the form of proxy no later than 4.00 p.m. Atlantic Daylight Time on 21 October 2014.*

**FORM OF PROXY****Delta International Property Holdings Limited**

(Formerly Osiris Properties International Limited)

(Incorporated in Bermuda with registration number 46566)

BSX share code: DLI.BH

JSE share code: DLI

ISIN: BMG2707T1018

("Delta International" or "the company")

To be used for the special general meeting of the Company to be held at the Company's registered office, 20 Reid Street, Williams House, 3<sup>rd</sup> Floor, Hamilton, HM11, Bermuda on Thursday, 23 October 2014 at 10:00 am (Atlantic Daylight Time).

I/We

of

being a Shareholders(s) of the Company, hereby appoint the Chairman of the general meeting and grant authority to the Chairman to appoint any such person to act in his stead whom he deems fit, failing whom

as my/our proxy to vote on my/our behalf at the general meeting of the Company to be held on or at the Company's registered office, Williams House, 3<sup>rd</sup> Floor, 20 Reid Street, Hamilton, HM11, Bermuda on Thursday, 23 October 2014 at 10:00 am (Atlantic Daylight Time) or at any adjournment thereof.

I/We direct my/our proxy to vote on the resolutions set out in the Notice convening the general meeting (and, at his discretion, to vote on my behalf on such further matters as may properly come before the meeting in accordance with the Bye-laws of the Company), as follows:

<b>RESOLUTION</b>	<b>*FOR</b>	<b>*AGAINST</b>	<b>*Abstain</b>
Resolution Number 1: <b>THAT</b> the Company is discontinued as a Bermuda exempt company and continues as a Global Business Company in Mauritius under the name "Delta International Property Holdings Limited".			
Resolution Number 2: <b>THAT</b> the Directors be authorised to take the necessary action to discontinue the Company in Bermuda pursuant to the requirements of the Companies Act 1981 of Bermuda.			
Resolution Number 3: <b>THAT</b> Apex Fund Services (Mauritius) Ltd be and is hereby authorised to submit the application for registration and continuation of the Company in Mauritius pursuant to the requirements of the law of Mauritius on companies and the global business sector (the "Mauritius Company Law") including, inter alia, the adoption of a new Constitution, in accordance with the laws of Mauritius, a copy of which is annexed hereto as <b>Annexure A</b> , with effect from the date of the registration of the Company in Mauritius.			

<p>Resolution Number 4:</p> <p><b>THAT</b> Apex Fund Services (Mauritius) Ltd. be and is hereby authorised to register all documents in Mauritius necessary in furtherance of the above resolutions pertaining to the Company’s intention to discontinue in Bermuda and register and continue in Mauritius, and further:</p> <p>(a) to appoint Maheshwar Doorgakant as a Director of the Company;</p> <p>(b) to appoint Apex Fund Services (Mauritius) Ltd of 4<sup>th</sup> Floor, Raffles Tower, 19 Cybercity, Ebene, Mauritius as the Company’s resident management company in Mauritius; and</p> <p>(c) to record the Company’s new registered office address at 4<sup>th</sup> Floor, Raffles Tower, 19 Cybercity, Ebene, Mauritius with the relevant authorities</p> <p>in each case conditional upon and simultaneous with the Company’s re-registration in Mauritius becoming effective.</p>			
<p>Ordinary Resolution Number 5:</p> <p><b>THAT</b> subject always to successful discontinuation of the Company in Bermuda and registration and continuance of the Company in Mauritius, the Directors be and are hereby authorised to apply for a primary listing of the Company’s securities on the Official List of the Stock Exchange of Mauritius (“<b>SEM</b>”) and concurrently to apply for a delisting of the Company’s securities currently listed on the Bermuda Stock Exchange (“<b>BSX</b>”).</p>			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014 \_\_\_\_\_ Signature

*\* Please indicate how you wish your proxy to vote by placing a tick in the appropriate box. If you do not do so, your proxy will abstain or vote for or against the resolution(s) at his or her discretion.*

**NOTES TO THE FORM OF PROXY**

1. If you wish to appoint as your proxy some person, other than the Chairman of the general meeting, please insert in BLOCK CAPITALS the full name of the person of your choice, delete the words “the Chairman of the general meeting, failing whom” and initial the amendment.
2. This proxy (and the Power of Attorney and other authority, if any, under which it is signed or a notarially certified office copy thereof) must be deposited with the Company’s Registrar at 20 Reid Street, Williams House, 3<sup>rd</sup> Floor, Hamilton HM11, Bermuda, attention: Sharon Ward or *via* email to [sharon@apex.bm](mailto:sharon@apex.bm) by no later than 4.00 p.m. Atlantic Daylight Time on 21 October 2014.
3. If the appointer is a Corporation, this proxy must be executed under its Common Seal or under the hand of some Officer or Attorney duly authorised on its behalf.
4. In the case of joint holders, any one such person may sign.

Please return to:  
20 Reid Street  
Williams House  
3<sup>rd</sup> Floor  
Hamilton HM11  
Bermuda

Attention: Sharon Ward