

EMERGING CAPITAL LTD
NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of EMERGING CAPITAL LTD will be held at B-4 (4th Floor) House 32, Road-10 , Sector -06, Uttara Model town , Dhaka -1230, Bangladesh on the 7th day of March 2016 at 9.00am to consider and if thought fit pass as an ordinary resolution, the resolution set out below:

1. EXTENSION OF PERIOD FOR RAISING ADDITIONAL FUNDS

That for the purposes of Listing Rule 6.25 and for all other purposes the Directors be authorised to issue up to an additional 40,000,000 CDIs at a minimum of US\$1.00 each in the period until 31 December 2016.

An explanatory memorandum in respect of the resolution accompanies this notice.

DATED 3 FEBRUARY 2016

BY ORDER OF THE BOARD

ANDREW DAVID BRISTOW

SECRETARY

Proxies

Members entitled to vote may attend the general meeting in person or by proxy.

A proxy form for the meeting is attached .

Proxy forms must be completed and signed by a member wishing to appoint a proxy.

Proxies must be lodged at merging Capital Ltd 31 Highgate Cct Kellyville NSW 2155 or at the following electronic address Highgatecorporateadvisors @ gmail.com at least 48 hours prior to the meeting.

CDI HOLDERS

Holders of Chess Depository Instruments (CDI's) are invited to attend but are not entitled to vote personally at the Annual General Meeting. Chess Depositing Nominees Pty Ltd (CDN) holds legal title to the Company's shares for and behalf of the CDI holders as the beneficial owners of the Company's shares held by CDN, CDI holders should

direct CDN on how to vote with respect of the resolutions described in the Notice of Meeting. CDN must exercise its right to vote by proxy at the Annual General Meeting in accordance with the Directors of CDI holders. A form of Direction to CDN is attached.

EXPLANATORY MEMORANDUM

ITEM 1

Item 1 Approval to raise additional share capital.

As noted in the Company's Information Memorandum the Company intended to dual list on the Frankfurt Stock Exchange (FSE) and to issue up to 50,000,000 CDIs at a minimum of US\$1.00 per CDI.

At a meeting of members on 16 February 2014 the members approved the issue of up to an additional 50,000,000 CDIs in the period to 31 December 2015. The dual listing on the FSE has now occurred, however the preparation of a prospectus for the issue of new CDIs was delayed which meant the Company was only able to place 300,000 CDIs in the period to 31 December 2015.

The Board now seeks additional approval for the issue of up to 50,000,000 new CDIs. Pursuant to NSX Listing Rules 6.25 the Directors cannot issue more than 15% of the number of securities on issue in any 12 month period without shareholder approval. Accordingly the Board could only issue up to 12,375,000 CDIs in until the anniversary of listing on NSX being, 9 December 2016.

The Approval sought in Item 1 of the Notice of Annual General Meeting will permit the Company to issue up to 50,000,000 CDIs at a minimum of US\$1.00 each on the conditions set out in each resolution between the date of the meeting and 31 December 2016, being the end of the current financial year.

The company has on issue 82,500,000 shares represented by CDIs. The issue of new shares will have a dilutionary impact on existing security holders unless they acquire shares themselves in proportion to their current holdings. The above resolution provides for the issue of up to 50,000,000 new shares represented by CDIs.

The number of shares that will be issued prior to 31 December 2016 is unknown at this stage.* The dilutionary impact of various number of share being issued on the existing security holders can be seen in the table below:

Number of New Shares	Percentage held by New Holders	Percentage Held by Existing Holders
1,000,000	1.20%	98.80%
2,000,000	2.37%	97.63%
5,000,000	5.71%	94.29%
10,000,000	10.81%	89.19%
15,000,000	15.38%	84.62%
17,000,000	17.09%	82.91%
20,000,000	19.51%	80.49%
25,000,000	23.26%	76.74%
30,000,000	26.67%	73.33%
40,000,000	32.65%	67.35%
50,000,000	37.74%	62.26%