

EMERGING CAPITAL LTD
NOTICE OF GENERAL MEETING

Notice is hereby given of a 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 20th Day of February 2017 at 10.00am to consider and if thought fit pass the following resolution below as a special resolution:

SPECIAL:

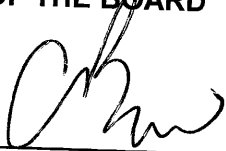
1. CONSOLIDATION OF SHARE CAPITAL

That the Company consolidate its ordinary share capital on a 100:1 basis (fractions rounded up) so that for every 100 shares of par value US\$0.01 held each shareholder their holding is consolidated to 1 share of par value US\$1.00 and the Memorandum of Association be amended accordingly.

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

DATED 17 February 2017

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 Emerging Capital Ltd Suite 214, Level 2, 33 Lexington Drive, BELLA VISTA NSW 2153 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 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 General Meeting in accordance with the Directions of CDI holders. A form of Direction to CDN is attached.

EXPLANATORY MEMORANDUM

SPECIAL BUSINESS

ITEM 1

Item 1 Consolidation of Share Capital

The Board proposes to implement an equal and proportionate consolidation in a ratio of 100:1 ordinary shares for every share held on the Record Date. Where consolidation calculation results in a fraction of an entitlement, fractions will be rounded up to the next whole number of shares.

The holding of each Shareholder (and consequently CDI holders) will be reduced such that for every 100 ordinary of par value US\$0.01 shares (or CDIs) held the holder will be consolidated to 1 ordinary share of par value US\$1.00 or CDI.

If shareholders approve the proposed share consolidation the number of shares on issues will be reduced from approximately 14,136,000 of par value US\$0.01 to 141,360 of par value US\$1.00.