

ALLIANCE GLOBAL CAPITAL LTD
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of ALLIANCE GLOBAL CAPITAL LIMITED will be held at B-4 (4th Floor) House 32, Road-10, Sector -06, Uttara Model Town, Dhaka -1230, Bangladesh on the 25th day of May 2017 at 10:00 am to consider and if thought fit pass as ordinary resolutions the resolutions set out below:

ORDINARY:

1. ADOPTION OF ANNUAL FINANCIAL ACCOUNTS

2. ELECTION OF DIRECTOR

That Nazia Mogul, having been appointed a director during the year retires in accordance with Article 18.4 of the Company's Articles of Association, and being eligible who offers herself for election, be elected a director.

3. ELECTION OF DIRECTOR

That Abdul Razzaq, having been appointed a director during the year retires in accordance with Article 18.4 of the Company's Articles of Association, and being eligible who offers himself for election, be elected a director.

4. ELECTION OF DIRECTOR

That following the resignation of Andrew Bristow, Torben Pederson, who consents to act and being eligible who offers himself for election, be elected a director.

5. RATIFICATION OF CDI PLACEMENTS

For the purposes of Listing Rule 6.25 and for all other purposes the placement of all CDIs since listing on 30 September 2016 are hereby ratified. By ratifying the placement of all CDIs the Company will refresh its ability to issue CDIs in the 12 month period from the date of the meeting up to the 15% annual placement capacity set out in NSX Listing Rule 6.25 without the requirement to obtain prior Shareholder approval.

6. APPROVAL TO ISSUE UP TO AN ADDITIONAL 2,000,000 CDIs

That for the purposes of Listing Rule 6.25 of the Listing Rules of the National Stock Exchange of Australia Ltd and for all other purposes the Directors be authorised to issue up to 2,000,000 fully paid Chess Depository Instruments (CDIs) and underlying Ordinary Shares at a price not less than 20% below the prevailing market price of the Company shares on any stock exchange upon which CDIs are listed in the period from the date of the meeting until 31 December 2017.

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

DATED 24th April 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 Alliance Global Capital, 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 (CDIs) 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 4

Election of Torben Pederson

Mr Bristow who was appointed to the Board on listing of the Company on the NSX has decided to step down following the Annual General Meeting given work commitments. Mr Bristow will remain as company secretary.

Mr Pederson's profile is below;

Mr Pedersen graduated from the Aarhus School of Business in Denmark in 2002, and holds a Masters Degree in Finance. He is a financial specialist and long-time Corporate Director.

Mr Pedersen's professionalism ensured that immediately after graduation, he was hired as the Director of a retail company. Within 2 years he took ownership of the company via a Management Buy-Out and the company's employment turnover rose from just 15 people to 50 in 2009. It was at this stage when he seized the opportunity to sell the business.

His flare for business ventures evolved and he established an investment company specifically for the Solar Energy sector, and in the three years following, the company became by far the largest and most successful investment company for Solar Energy in Denmark. In 2010, the company managed Solar Plant investments for more than USD 150 million, and during this time, he had constructed and financed more than 20 large scale Solar Plants in Germany, Spain and Italy. In 2010 he sold this venture and has moved his interests into structured corporate bonds and has also acquired a share in an Oil Depot and Refinery. Through his well-established network he has continued his funding work and also assists in the management of several companies.

Mr. Pedersen's knowledge, skills and experience in the fields of business and finance enable him to be well positioned and highly respected within our organization.

ITEM 5

Item 5 ratification of CDI placements.

NSX Listing Rule 6.25 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. By ratifying the issue of Shares pursuant to the Placement, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in NSX Listing Rule 6.25 without the requirement to obtain prior Shareholder approval.

As of the date of this notice the Company has allotted 900,000 CDIs in the previous 12 months. For the purposes of Listing Rule 6.25 and all other purposes the Company seeks to have these allotments ratified (including the CDIs issued in breach of Listing Rule 6.25)

ITEM 6

The Board now seeks additional approval for the issue of 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.

The Approval sought in Item 6 of the Notice of Annual General Meeting will permit the Company to issue up to 2,000,000 CDIs between the date of the meeting and 31 December 2017, being the end of the current financial year at a price no lower than 20% below the then prevailing market price on any stock exchange upon which the company's CDIs are listed. Currently the Company is listed on the NSX but intends to seek dual listing on the Frankfurt Stock Exchange in the future.

The company has on issue 6,900,000 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 2,000,000 new shares represented by CDIs.

The number of shares that will be issued prior to 31 December 2017 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 Existing	Percentage held by New Holders	Percentage Held by Holders
500,000	6.76%	93.24%
1,000,000	12.66%	87.34%
1,500,000	17.86%	82.14%
2,000,000	22.47%	77.53%

* The above percentages does not take into account any shares issued under Item 5 above