

ALLIANCE GLOBAL CAPITAL LTD

NOTICE OF GENERAL MEETING

Notice is hereby given that a 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 7th day of September 2017 at 9.00 am to consider and if thought fit pass as ordinary and special resolutions as indicated following the resolutions set out below:

ORDINARY:

1. APPROVAL TO ISSUE SHARES

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 5,000,000 fully paid Chess Depository Instruments (CDIs) the (Additional Securities) and underlying Ordinary Shares in addition to that number of CDIs and underlying ordinary shares that could be issued as the directors see fit under Listing Rule 6.25. Some or all the Additional CDIs may be issued and held by Treasury Stock until sold by the Company. The Additional CDIs shall be issued to investors or sold from Treasury at a price not less than 30% below the prevailing market price of the Company shares on any stock exchange upon which CDIs are listed or quoted in the period from the date of the meeting until 31 December 2017.

2. REDOMICILE FROM SAMOA TO MALTA

The company transfer its domicile to Malta and that accordingly the Company be authorised to apply to the Registrar of International Companies for approval to redomicile pursuant to Sect.209 of the International Companies Act 1988.

DATED 8 August 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 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 Directors of CDI holders. A form of Direction to CDN is attached

EXPLANATORY MEMORANDUM

ITEM 1

As at date of this meeting the Company has an issue total of 9,900,000 CDIs and underlying ordinary shares. Of these 3,000,000 are held as Treasury Stock which the Company intends to either sell on the Frankfurt Stock Exchange (FSE) or place to European Investors. Of the 3,000,000 CDIs held as Treasury Stock a maximum of 1,000,000 can be sold or placed at a price determined by the Directors with remaining 2,000,000 needing to be placed at no greater than a 20% discount to the then prevailing market price for the Company's CDIs as quoted.

If all 8,035,000 shares (being the total that the Company could issue or sell from Treasury Stock prior to 31 December 2017 if the resolution is passed) were issued sold or placed by the Company that would have a dilutionary impact on the 6,900,000 CDIs currently held by shareholders unless they were to acquire additional CDIs to maintain their proportionate holdings. The precise number of CDIs that will be issued or sold from Treasury Stock is unknown at this time. Assuming the resolution is passed the potential diluting impacts of various numbers of CDIs being issued or sold or placed from Treasury Stock is set out below. The calculation assumes current CDI holders do not participate in any sale or issue.

The Company has identified several potential investment opportunities and anticipates that it will need to be in a position to raise significant additional funds of around €7-8 million in the next 6 to 12 months.to fund those investments.

Number of New Shares	Percentage held by New Holders	Percentage Held by Existing Holders
1,000,000	12.66%	87.34%
2,000,000	22.41%	77.13%
4,000,000	36.70%	63.30%
6,000,000	46.51%	53.49%
8,000,000	50.69%	46.37%
8,035,000	53.80%	46.20%

ITEM 2

Redomicile from Samoa to Malta

The Company is registered as an International Company under the Samoan International Companies Act. Since listing on the National Stock Exchange of Australia (NSX) the Company has dual listed on the Open Market of the Frankfurt Stock Exchange (FSE).

The Company believes that its best option to raise the funds needed to meet its business plans lies in the European market and that to facilitate the raising of additional capital it would assist if the Company's place of registration was in Europe. In the Board's opinion a Maltese, registration provides the best option for the Company.

A change in domicile of the Company will not result in any practical change in the rights of shareholders. The Company's constitution will remain the same except for references to relevant sections of the Maltese Company's Act inserted in place of current reference to Samoan legislation.

The Company will still have Chess Depository Instruments (CDIs on issue) be bound by the Listing Rules of the NSX. The directors of the Company will remain the same although a Maltese resident ongoing security will be appointed. The registered office will remain registered as a foreign company in Australia.

Shareholders should seek their own advice as to whether the change of domicile will have any tax implications for them. The Company does not expect its tax position will be adversely impacted.