

ANCHOR CAPITAL INVESTMENTS LTD

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of ANCHOR CAPITAL INVESTMENTS LIMITED will be held at B-4 (4th Floor) House 32, Road-10, Sector -06, Uttara Model town ,Dhaka -1230, Bangladesh on the 23rd day of May 2016 at 9.00 am to consider and if thought fit pass as an ordinary resolution following the resolution set out below:

BONUS ISSUE

That the Company pay by way of dividend an amount equal to €0.0148, to be paid as a bonus issue of approximately 10,327,111 CDIs (each representing one ordinary share) to holders of CDIs as at a record date of 9 May 2016, being approximately 0.0136 new CDIs for each existing CDI on issue (fractions rounded down).

DATED 21 April 2016

BY ORDER OF THE BOARD



ANDREW DAVID BRISTOW

SECRETARY

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

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 Anchor 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.

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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

SPECIAL BUSINESS

ITEM 1

BONUS ISSUE

The Company proposes to pay a dividend of €0.0148 per CDI by way of the issue of approximately 10,327,111 additional CDIs by way of a bonus issue to existing holders of CDIs on the Record Date of 9 May 2016.

This equates to 0.164 CDIs for each CDI on issue (fractions rounded down).

A dividend and bonus share issues must be paid pro-rate to all holders of CDIs. The Chairman and major Shareholder Mr Khandakar Rezbi has agreed to direct the Company to issue the bonus issue entitlement to all other holders of CDIs (Remaining Holders).

The Company currently has on issue 62,800,000 CDIs on issue, representing the underlying shares. Of this Mr Rezbi holds 37,000,000 CDIs, the Remaining Holders hold 25,800,000 CDIs. Under the direction of Mr Rezbi the remaining holders will receive all of the approximately 10,327,111 CDIs. This equates to the Remaining shareholders receiving 0.4 CDIs for each CDI held rather than the bonus issue of 0.164 CDIs for every CDI they hold. Based on the current market price on the Frankfurt Stock Exchange on the date of the notice of meeting of approximately €0.09 this equates to approximately €0.036 of total value per CDI held.

If Shareholder Approval is obtained (Mr Rezbi who currently holds 59% of the voting CDIs has indicated he will vote in favour) the Bonus Issues will result in the overall holding of the Remaining Holders increasing from approximately 41% to 49%. As a result, Mr Rezbi's overall holding will decrease from 59% to 51% of overall holding in the Company.