

18 March 2016

Globe Capital Limited  
(The Company)

Notice of AGM

NOTICE IS HEREBY GIVEN that the Annual General Meeting 2015 of Globe Capital Limited will be held at Unit A, 18/F, Epoch Industrial Building, No.8 Cheung Ho Street, Tsing Yi, New Territories, Hong Kong, on 11 April 2016 (Monday) at 4:00p.m. (HKT) for, inter alia, the following purposes:-

ORDINARY BUSINESS

To consider, and if thought fit, pass the following resolutions which will be proposed as ordinary resolutions and require that more than half of the votes cast must be in favour of each resolution for it to be passed.

1. To approve the directors' remuneration for 2014;
2. To receive and adopt the Annual Report for the year ended 31 December 2014;
3. To declare no final dividend on the ordinary shares for 2014;
4. To elect David Barnett as a director according to Article 143.3;
5. To re-appoint PKF Hong Kong as the Company's auditors and authorise the board of directors of the Company to fix auditors' remuneration; and
6. THAT, the directors of the Company ("Directors") be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of GBP200,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the Annual General Meeting of the Company to be held in 2016 or, if earlier, 15 months after the date on which this resolution has been passed, provided that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with Article 23.

SPECIAL BUSINESS

To consider, and if thought fit, pass the following resolutions which will be proposed as special resolutions and require that more than three-quarters of the votes cast must be in favour of each resolution for it to be passed.

7. THAT, subject to the passing of resolution 6 the Directors be generally empowered to allot equity securities for cash pursuant to the authority conferred by resolution 6 above, as if any

pre-emption provisions in the Company's articles of association or other rights did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to:

- 7.1 any allotment of equity securities where such securities have been offered whether by way of rights issue, open offer, or otherwise to holders of equity securities in proportion as nearly as may be practicable to their then holdings of such securities but subject to the directors having the right to make such exclusions or other arrangements in connection with such offer as they deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising in, or pursuant to, the laws of any territory or the requirements of any regulatory body or stock exchange in any territory or otherwise howsoever,
- 7.2 the allotment (otherwise than pursuant to sub-paragraph (1) above) of equity securities up to an aggregate nominal value of GBP200,000 such authority and power shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the Annual General Meeting of the Company to be held in 2016 or, if earlier, 15 months after the date on which this resolution has been passed, provided that the Company may, before such expiry, make any offer or agreement or other arrangement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement or other arrangement as if the power hereby conferred had not expired; and
8. That, the shareholders approve, ratify and confirm the placing made on 29 January 2016 past expiry of the authority granted by the Annual General Meeting held on 1 September 2014 (the "2014 AGM"). At the 2014 AGM, the shareholders, in Resolution 6, authorised the Directors to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of GBP50,000 (equal to 500,000,000 ordinary shares in the capital of the Company). The authority expired on 01 December 2015. On 29 January 2016, the Directors allotted 114,614,285 new ordinary shares under a placing with David Barnett, Toddbrook Investments Limited, Boxerdome Enterprise FZE and DHD Impex Pte Limited and an agreement with Alexander David Securities Limited. Therefore 114,614,285 ordinary shares were allotted past expiry of the authority granted in Resolution 6 of the 2014 AGM. Resolution 8 is a Special Resolution to retrospectively approve and ratify the allotment of the placing shares. Having taken legal advice on the point, the Company and the Directors have been advised that the allotment and issue of the shares are legally valid and binding notwithstanding the allotment past expiry of the authority. This Resolution 8 is a mechanism by which shareholders can confirm that they have been advised of the contravention and retrospectively approve and ratify the allotment of the shares allotted on 29 January 2016. Neither the Directors, nor the placees, will vote at the AGM in relation to this Resolution 8.

By Order of the Board  
Christopher Neo  
Company Secretary

The Notice of AGM has been sent to shareholders.

The Directors of Globe Capital Limited accept responsibility for this announcement.  
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