GLG CORP LTD

ACN 116 632 958

TRICOM

LEAD MANAGER

Tricom Equities Limited
Level 10, Exchange House
10 Bridge Street
Sydney NSW 2000 Australia

ghim li
Group of Companies

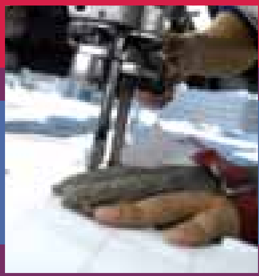
PROSPECTUS

For the Offer of up to 15,600,000 new Shares at $1.00 each


TAJIMA

IMPORTANT NOTICE






PROSPECTUS

The Offer contained in this Prospectus is an invitation to apply for Shares in GLG Corp Ltd, ACN 116 632 958 ("GLG" or "Company").

This Prospectus is dated 9 November 2005 and was lodged with the Australian Securities & Investments Commission ("ASIC") on that date. No responsibility for the contents of this Prospectus is taken by ASIC and its officers. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

This Prospectus has been prepared as if GLG has achieved all conditions of the Offer, notwithstanding that completion of the Acquisition has not yet occurred, and is conditional upon the Minimum Amount being raised.

Before deciding to invest in GLG, potential investors should read the entire Prospectus and in particular consider the assumptions underlying the financial forecasts and the risk factors that could affect the financial performance of GLG. The price of shares may rise or fall according to a number of factors. You should carefully consider these risks in light of your personal circumstances (including financial and taxation issues) and seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest. No shares will be issued or allotted on the basis of this Prospectus after its expiry date, being the date 13 months after the date of this Prospectus. Applications for Shares may only be made on an original Application Form which is included in or accompanies this Prospectus. By submitting an Application Form, each Applicant acknowledges that they have read this Prospectus.

EXPOSURE PERIOD

The Corporations Act 2001 ("Act") prohibits the Company from processing Applications received until after the Exposure Period. The Exposure Period is a 7 day period that commences on the date of this Prospectus, which may be extended by ASIC by a further 7 days. The purpose of the Exposure Period is to enable examination of the Prospectus by market participants prior to the Offer of new Shares. That examination may result in the identification of deficiencies in the Prospectus, in which case any application received may need to be dealt with in accordance with section 724 of the Act.

The electronic form of the Prospectus will be made available in Australia during the Exposure Period at www.glgcorpltd.com.au. Applications under this Prospectus received during the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be conferred on applications received during the Exposure Period.

ELECTRONIC PROSPECTUS

This Prospectus may be viewed online at GLG's website, www.glgcorpltd.com.au. A paper copy of this Prospectus is available to any person in Australia, free of charge, by calling the Information Line on toll free 1800 207 622 (within Australia) during the period of the Offer. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus. The electronic version of this Prospectus is only available to residents of Australia. No Application will be accepted if sent in electronic form.

The Act prohibits any person from passing on to another person the Application Form unless it is accompanied by or included in a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.

FOREIGN JURISDICTIONS

No action has been taken to register or qualify the Shares offered in the Offer, or otherwise to permit a public offering of the Shares, in any jurisdiction outside Australia. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons who obtain a copy of this Prospectus should inform themselves about, and observe, any such restrictions or necessary approvals. Any failure to comply with such restrictions or official approvals may constitute a violation of those laws. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make an offer.

The return of a duly completed Application Form will be taken by GLG to constitute a representation and warranty made by the Applicant to GLG that there has been no breach of such laws and that all necessary approvals and consents have been obtained.

PRIVACY

If you apply for Shares, you will be required to provide personal information to GLG, the Lead Manager and/or your broker, and the Share Registrar. GLG, the Lead Manager and/or your broker, and the Share Registrar may collect, hold and use your personal information in order to assess your Application, service your needs as an investor, provide the facilities and services that you request and carry out appropriate administration.

All personal information will be collected in accordance with the National Privacy Principles as set out under the Privacy Act 1988. Company and tax law require some of the information to be collected. If you do not provide the information requested, your Application may not be able to be processed efficiently, or at all.

GLG, the Lead Manager and/or your broker, and the Share Registrar may disclose your personal information for purposes related to your investment to their agents and service providers including those listed below or as otherwise authorised under the Privacy Act 1988:

- The Lead Manager in order to assess your Application;
- The Share Registrar for ongoing administration of the register; and
- The printer and the mailing house for the purposes of preparation and distribution of statements and for handling of mail.

If you become a Shareholder, your information may also be used or disclosed from time to time to inform you about GLG's products or services that GLG thinks may be of interest to you. If you do not want your personal information to be used for this purpose, you should contact GLG on toll free 1800 207 622.

Under the Privacy Act 1988, you may request access to your personal information held by (or on behalf of) GLG, the Lead Manager, or the Share Registrar. You can request access to your personal information by calling the Share Registry privacy officer on (02) 82807254 or by email at privacyofficer@linkmarketservices.com.au, or by writing to GLG through the Share Registrar as follows:

Link Market Services Limited
Level 8, 580 George Street, Sydney NSW 2000, Australia

You can obtain a copy of GLG's privacy policy online at GLG's website, www.glgcorpltd.com.au.

ENQUIRIES

For further information in relation to the Offer, please call GLG's Information Line on toll free 1800 207 622. The Information Line will be open from 8:30am until 5:30pm AEDST, Monday to Friday during the Offer.

DEFINITIONS AND INTERPRETATION

A number of terms and abbreviations used in this Prospectus have defined meanings which appear in the Glossary.

AMOUNTS

Financial amounts shown in this Prospectus are expressed in US dollars (US$), Australian dollars (A$) or Singapore dollars (S$).

In this Prospectus, where US$ are converted into Australian dollars an exchange rate of 1.00 Australian dollar for every 0.75 US$ has been used.

Investors should note that the functional currency and reporting currency of GLG is the US$.

The balance date for GLG is 30 June. The Operating Companies had a balance date of 31 December but will adopt a balance date of 30 June going forward.

TIMES

All references to times in this Prospectus are to AEDST (Sydney) time, unless otherwise stated.

LETTER FROM THE **CHAIRMAN**

Dear Potential Shareholders,

In 1977, I started my own business with modest capital and six sewing machines. My passion was to supply casual clothes that were fashionable, affordable, eye-catching and of high quality. Today, the Operating Companies that will be injected into GLG represent a significant global force in the supply of casual quality knitwear. For the year ending 30 June 2006, the Operating Companies are expected to sell over 62 million Garments and are projected to generate revenue of A$287 million and NPAT of A$12.4 million.

Although the business is substantial, there is scope for further growth. Textile and apparel is the world's largest export industry. The likely industry consolidation arising from the abolishment of world trade quotas provides the opportunity to markedly increase sales over the next 3 years. The Operating Companies have been structured to maximise growth opportunities – as a supply chain manager, the business can expand without significant investment in fixed assets.

The Business offers a total solutions package with an integrated one-stop service approach, and adds value through its in-house design team. The Business has invested extensively in computer software. By the middle of 2006, further implementation of the remote line control will enable real-time, end-to-end supply chain management to meet our customers' worldwide needs.

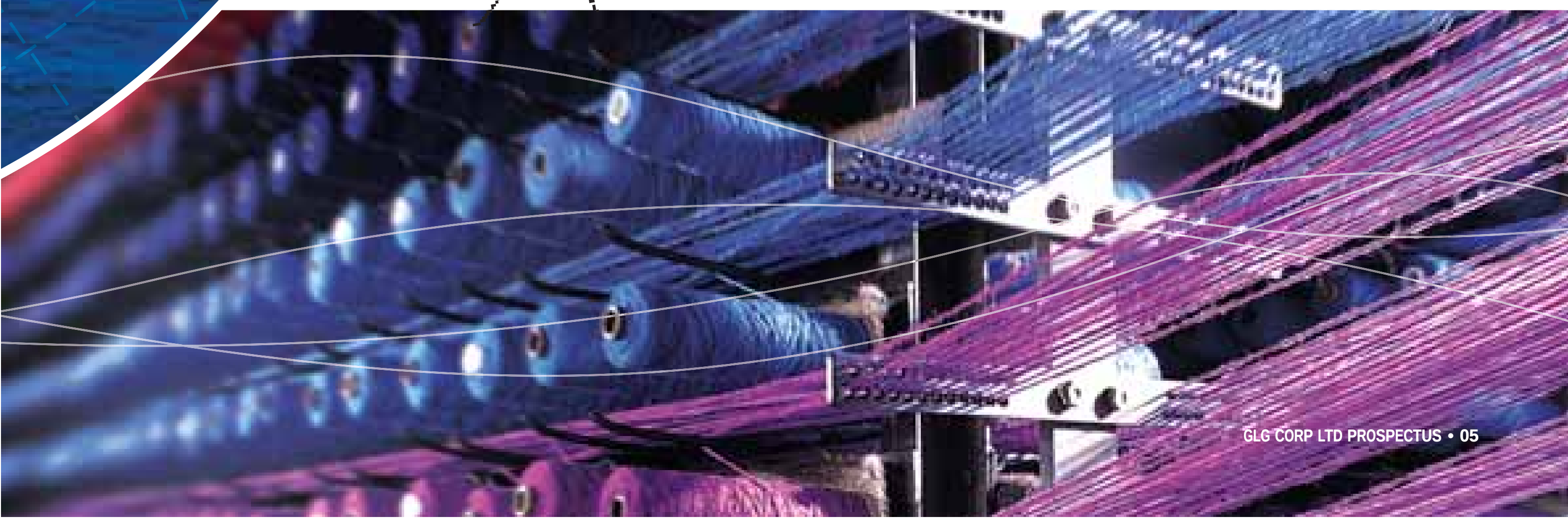
The Board has decided to pursue a listing in Australia because: the business needs more working capital now to meet an expected increase in orders and to extend its customer inventory/reordering service; Australia is the largest capital market, excluding Japan, in the Asia-Pacific region; and Australia is both a potential source of design and a market to sell in to. We are especially pleased to welcome Sam Weiss, Chairman of OrotonGroup Limited, Christopher Chong, partner of ACH Investments Pte Ltd, and Ernest Seow, a former partner of PricewaterhouseCoopers, as Independent Directors of GLG.

This Prospectus offers potential Shareholders an opportunity to invest in an Australian company that operates a substantial and international business, earning revenue in US$. It has an innovative business model and is underpinned by a proven management team.

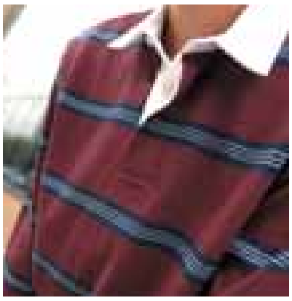
My fellow directors join me in inviting you to consider this opportunity to support GLG in this, a most exciting new chapter of its global growth.

Yours sincerely

Estina Ang • Executive Chairman • 9 November 2005





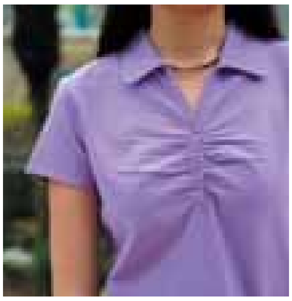






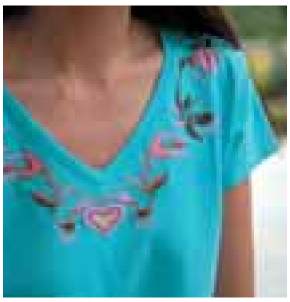










01 Investment Highlights

When it lists on ASX, GLG will own a significant supply chain management operation within the textile and apparel industry ("the Business").

Globally Significant and Stable Business

- The Business is a significant global supplier of apparel.
- The Business is a supply chain management operation that primarily supplies major US retailers.
- The Business provides significant value-add services. These include design and trend analysis, innovation of new fabrics and apparel, direct productivity and cost control, dedicated global production capacity, production planning and control, direct quality control, logistics and inventory management.
- Unlike manufacturers, the Business is not required to make significant long-term investments in fixed assets in selected countries. For instance, China represents less than 10% of total sourcing, but the Business can easily increase its Chinese supply when required.
- The Business is large, sophisticated and efficient. For example it:
  - produces some 6,000 full samples a month for customers.
  - offers original, filler and range extension designs on CAD-CAM and boards. Will soon offer 3D holographic software.
  - manages quality and productivity through software linked to manufacturers. In addition, the Business allows customers to monitor progress of their orders through a customer to Business software interface.
  - over 62 million Garments are forecast to be manufactured for the Business in FY2006, at an average selling price of US$3.46.
  - the Business can deliver its apparel to its customers within as little as 45 days of receiving an order.

Quality Customers and Low Inventory Exposure

- The Business supplies to major US retailers in the mass merchant, department store and specialty retailer categories.
- Major customers include: Wal-Mart, Aeropostale, Macy's, Sears Holding Corporation, and Target Corporation. The top five customers of the Business accounted for just over 75% of sales in 2004.
- Quality customers have resulted in bad debts of less than A$5,000 for the year ended 31 December 2004.
- As the Business only places orders with manufacturers following receipt of firm orders from customers, inventory exposure was less than A$40,000 for the year ended 31 December 2004.

Sound Financial Performance

- Revenue is forecast to be A$287 (US$215) million for FY2006. Historical revenue compound annual growth rate (2002-2004) was about 14.5% per annum.
- Forecast revenues are based on delivery of about 62 million pieces at an average price of US$3.46 per piece.
- Pro Forma Net Profit after Tax ("NPAT") is forecast to be approximately A$12.4 (US$9.3) million for FY2006.

Significant Growth Opportunities

- Quotas caused fragmentation of the global apparel industry. However, on 31 December 2004 the global quota system ended. Retailers have begun consolidating the number of suppliers they use. GLG sees this as a growth opportunity.

Experienced Management and Board

- The Business' management team has nearly 100 years of combined experience in the textile and supply chain management industries.
- Non-Executive Directors Sam Weiss (Chairman, OrotonGroup Limited), Christopher Chong (partner, ACH Investments Pte Ltd) and Ernest Seow (former partner, PricewaterhouseCoopers) complement this by adding considerable textile, retail, accounting, commercial and corporate governance experience.

Attractively Priced

- Post Offer PER of 6.5 times.
- Post Offer unadjusted EV to EBIT multiple of 5.6 times, and adjusted EV to EBIT multiple of 4.5 times (excluding trade finance).
- Forecast unfranked dividend yield for FY2006 of about 7.7%.
- Low net debt of A$3.8million inclusive of hire purchase, and A$1.4million exclusive of hire purchase. After the Offer, GLG will be net cash positive.
- The Directors believe that the Offer is attractively priced, given the substantial size of the operations of the Business, its profitability, quality revenue base and future growth prospects.

Global Network of Offices and Supply Centres


ghim li
Group of Companies
Best Apparel
Los Angeles
Ghim Li Enterprise /
Ghim Li Delaware
New York
Escala Guatemala S.A.
Guatemala
Peru
Supply Chain Management
Textile Manufacturing
Apparel Manufacturers
GLG Corp Ltd, Sydney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02 Key Dates and Offer Statistics

2.1. Key Dates

Prospectus lodged	9 November 2005
Offer opens	17 November 2005
Offer closes	2 December 2005
Expected date of dispatch of holding statements	9 December 2005
Expected date of quotation of Shares on, and admission to, ASX	14 December 2005

* *The Directors reserve the right to close the Offer earlier or later than listed above. Applicants are encouraged to get their Applications in early.*

2.2. Offer Statistics

Offer Price	A$1.00 per share
Maximum number of Shares being offered by this Prospectus	15,600,000
Minimum number of Shares, being that which needs to be subscribed for Offer to proceed	8,200,000
Number of Shares on issue after the Offer	74,100,000
Gross proceeds assuming the whole of the Offer has been subscribed	A$15.6 million
Market capitalisation at the Offer Price	A$74.1 million
Pro Forma NPAT for year ended 31 December 2004	A$11.5 million (or US$8.6 million)
Pro Forma Forecast NPAT for FY2006	A$12.4 million* (or US$9.3 million*)
Forecast Earnings per Share for FY2006 assuming the whole of the Offer has been subscribed (A$)	15.4 cents*
Forecast price to earnings multiple for FY2006	6.5 times*
Forecast unfranked dividend yield for FY2006	7.7%*

* *The Company has made a number of important assumptions in forecasting the business earnings for the FY2006, prepared on a pro forma basis. Investors are referred to section 7.4 for an outline of these assumptions.*


PROSPIRIT
christie brooks
JUST FRIENDS
Style&co.
JENNIFER MOORE
JENNIFER MOORE
CHEROKEE
ASHLEY TAYLOR
sleepwear

03 Details of the Offer

3.1. Acquisition and Share Structure

GLG Corp Ltd (ACN 116 632 958) was incorporated on 12 October 2005 for the purposes of this IPO. GLG is wholly owned by Ghim Li Group Pte. Ltd. ("Vendor").

GLG has entered into an agreement with the Vendor. Under the agreement the Vendor has agreed to sell the whole of its supply chain management business conducted by the Operating Companies in the textile and apparel industry to GLG. See section 5 for details of the composition of the supply chain management business.

The Acquisition will occur by way of a share exchange. The Vendor will sell to GLG all the Operating Companies through which the Business operates. In return GLG will issue new Shares to the Vendor. See section 3.2 for details.

With respect to the value of the Shares, GLG has:

- commissioned a valuation report from Grant Thornton Corporate Finance, a copy of which is included in section 9; and
- agreed a pricing formula that the Directors believe reduces the risk for Investors whilst encouraging the Business to perform. The pricing formula sets a floor and a ceiling to the number of Shares that GLG will issue to the Vendor.

The initial number of Shares to be issued to the Vendor shall be the floor. However, to protect potential investors and to provide a degree of certainty, GLG and the Vendor have agreed that regardless of whether the Minimum Subscription or the Maximum Subscription to the Offer is achieved the fully diluted PER after the Offer will not be more than 6.4 times 31 December 2004 NPAT. To achieve this, the Vendor has agreed to accept fewer Shares to the extent that the amount subscribed for exceeds the Minimum Subscription. In other words, the number of GLG Shares outstanding immediately after the Offer will not exceed 74.1 million Shares. See table below for further details.

The Vendor owns 100% of the Business. However, the Vendor has agreed to assign about 4% of the outstanding share capital of GLG, or 2.95 million Shares at the Offer price, to Entelechy Holdings Corporation Ltd ("Entelechy"). Entelechy is unrelated to the Vendor or its major shareholders.

An example of the number of Shares that GLG will issue to the Vendor and to Entelechy, given varying levels of subscription of the Offer, follow:

Level of subscription	Number of Shares issued to Investors (million)	Number of Acquisition Shares to be issued to Vendor and Entelechy (million)	Total number of Shares outstanding after the IPO (million)	Owned by public after IPO	Owned by Entelechy after IPO	Owned by Vendor after IPO
Minimum Subscription	8.2	65.9	74.1	11.0%	4.0%	85.0%
A$10 million raised	10.0	64.1	74.1	13.5%	4.0%	82.5%
50% more than Minimum Subscription	12.3	61.8	74.1	16.6%	4.0%	79.4%
Maximum Subscription	15.6	58.5	74.1	21.0%	4.0%	75.0%

03 Details of the Offer

GLG has also agreed with the Vendor that it will issue 6.5 additional Acquisition Shares for every A$1 that NPAT for FY2006 exceeds A$11.4 (US$8.6) million up to a maximum of 6.5 million additional Acquisition Shares. In order to qualify for the whole of the 6.5 million Shares, GLG's NPAT for FY2006 must be at least A$12.4 (US$9.3) million.

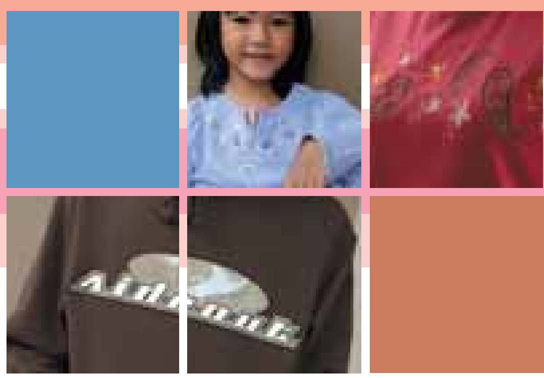
An illustration of the number of additional Acquisition Shares that will be issued and its impact on GLG's PER is as follows:

Assuming the Minimum Amount is raised

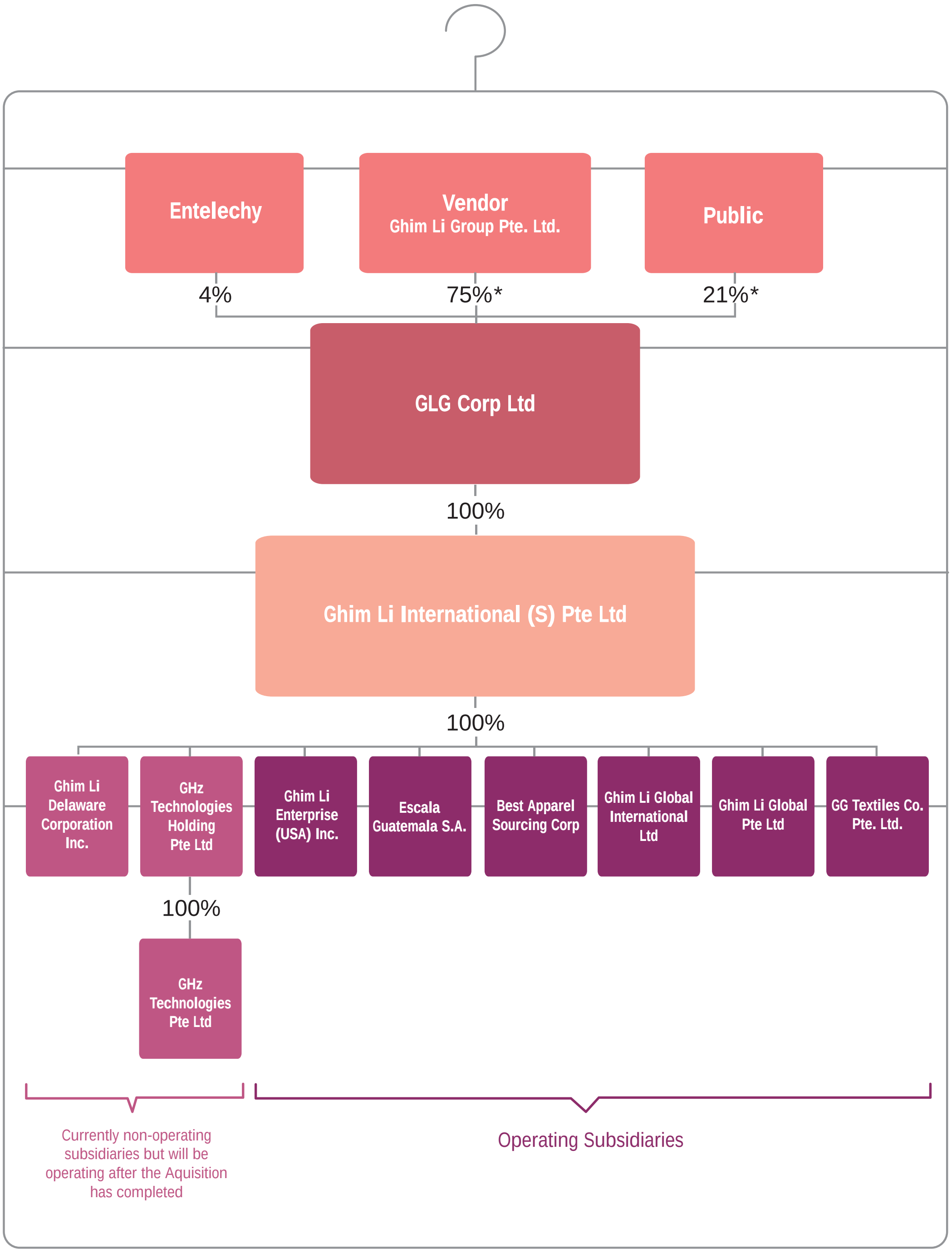
Number of Shares Owned by Vendor (million)	If FY2006 NPAT is… (million)	Additional Acquisition Shares to be issued (million)	New number of Shares to be owned by Vendor (million)	New number of Shares that will be on issue (million)	Percentage of Shares to be owned by Vendor	PER
63.0	A$11.0	Nil	63.0	74.1	85.0%	6.7x
63.0	A$11.5	Nil	63.0	74.1	85.0%	6.4x
63.0	A$11.9	3.25	66.2	77.4	85.6%	6.5x
63.0	A$12.4	6.50	69.5	80.6	86.1%	6.5x
63.0	A$13.4	6.50	69.5	80.6	86.1%	6.0x

Assuming the Maximum Amount is raised

Number of Shares Owned by Vendor (million)	If FY2006 NPAT is… (million)	Additional Acquisition Shares to be issued (million)	New number of Shares to be owned by Vendor (million)	New number of Shares that will be on issue (million)	Percentage of Shares to be owned by Vendor	PER
55.6	A$11.0	Nil	55.6	74.1	75.0%	6.7x
55.6	A$11.5	Nil	55.6	74.1	75.0%	6.4x
55.6	A$11.9	3.25	58.8	77.4	76.0%	6.5x
55.6	A$12.4	6.50	62.1	80.6	77.0%	6.5x
55.6	A$13.4	6.50	62.1	80.6	77.0%	6.0x



3.2 Post-Acquisition Corporate Structure



**Assuming the Maximum Amount is raised*

Best Apparel Sourcing Corp *Federal ID No. 20-0540131* *California Secretary of State Incorp. No. 2621108*	Incorporated in California, USA, this company manages the USA customs and logistics for the Business.
Escala Guatemala S.A. *Reg No. 306151*	Incorporated in Guatemala, this company conducts sales and marketing and outsourcing for the USA and Central America markets.
Ghim Li Global Pte Ltd *Reg No. 199904299D*	Incorporated in Singapore, this is the primary operating company of the Business, conducting marketing and administration in Singapore for the Business.
Ghim Li Global International Ltd *Reg No. 746243*	Incorporated in Hong Kong, this company conducts marketing and administration for Hong Kong and China.
Ghim Li Delaware Corporation Inc. *Reg No. 050359625-3964487*	Incorporated in Delaware, USA and has US sales and marketing offices.
Ghim Li Enterprise (USA) Inc. *Federal ID No. 95-4861415* *California Secretary of State Incorp. No. 2310719*	Incorporated in California, USA, and is a representative office.
GG Textiles Co. Pte. Ltd *Reg No. 200003876W*	Incorporated in Singapore, this conducts other outsourcing operations for the Business.
GHz Technologies Holding Pte Ltd *Reg No. 200504857W*	Incorporated in Singapore, this is a holding company for a majority owned subsidiary with intellectual property rights in information technologies.
GHz Technologies Pte Ltd *Reg No. 200502200W*	Incorporated in Singapore, GHz Technologies Pte Ltd markets information technologies.
Ghim Li International (S) Pte Ltd *Reg No. 200308521H*	Incorporated in Singapore, this is the holding company for the subsidiaries that operate the Business.

3.3. Offer Overview and Description

This Prospectus offers for subscription a maximum total of 15.6 million Shares at an Offer price of A$1.00 per Share. The new Shares to be issued by GLG under the Offer will rank equally in all respects with each other and the existing issued Share after completion of the Offer. See section 12 for details of the rights attaching to the Shares.

A$8.2m must be raised for the Offer to proceed

After the close of the Offer, the issued capital of GLG will be 74,100,000 fully paid Shares. The Vendor will own the number of Shares equal to the difference between the number of Shares subscribed to under the Offer and 74,100,000. The Vendor has agreed to assign 2,950,000 Shares at the Offer price to Entelechy. See section 3.1 for an example of the Vendor's holding after the Offer at various levels of subscription.

The Offer is not underwritten.

3.4. Conditions of the Offer

GLG will own the Business if:

1. the Minimum Amount (A$8.2 million) under this Offer is raised; and
2. ASX admits GLG to the official list of ASX; and
3. the Acquisition completes.

If any or all of the above do not occur, this Offer will be withdrawn and monies will be refunded without interest.

3.5. Purpose of the Offer

In order to more fully exploit new opportunities arising from the end of global apparel quotas, the Business through GLG seeks to raise capital to fund:

- Revenue growth through an increase in working capital.
- An upgrade and integration of its information technologies including Electronic Resource Planning ("ERP") and Radio Frequency Identity ("RFID")-centred planning, production and controls.
- The completion of an Electronic Data Interchange ("EDI") system, thereby providing customers with inventory and replenishment management.

The Business seeks a listing in Australia because:

- Customers of the Business have indicated that they intend to consolidate the number of suppliers following the end of global quotas. The Business seeks additional working capital in the near term to exploit this opportunity. The Business cannot access the Singapore capital markets in this time frame.
- ASX is the largest exchange by market capitalisation of listed companies in the Asia-Pacific region, excluding Japan.
- Listing on ASX offers many advantages including having laws, accounting practices, listing regulations and corporate governance that the Business is familiar with and conforms to.
- GLG may seek to quote its Shares on the SGX. If successful, this will allow Singapore based investors to trade Shares in Singapore dollars creating a deeper market. A quotation is not a listing of GLG. GLG will remain an Australian incorporated company listed on ASX and regulated by laws, regulations and listing requirements of Australia.

The Directors believe that a listing will provide present and future employees an opportunity to participate in GLG's growth. This should help management motivate, attract, hire, and retain quality staff.

3.6. Use of Proceeds and Application of Funds

The Offer seeks to raise up to A$15,600,000 through an issue of new Shares.

03 Details of the Offer

The Minimum Subscription is A$8,200,000.

The Company intends to apply the monies raised in this Offer as follows:

Use of Proceeds	Minimum Amount Raised (A$)	Maximum Amount Raised (A$)
Upgrade and integrate ERP systems	$2,500,000	$3,500,000
Complete EDI system	$500,000	$500,000
Working Capital – for organic growth	$2,900,000	$7,000,000
Working Capital – inventory for EDI	$1,000,000	$3,000,000
Cost of the Issue	$1,300,000	$1,600,000
TOTAL	$8,200,000	$15,600,000

See section 5.8 for the future business plans and strategies of GLG.

In the event that only the Minimum Amount is raised, GLG will:

- fund the shortfall required for the upgrading and integrating of the ERP system by way of debt.
- will not be able to fund organic growth and inventory for EDI as much as forecast.

In the event that only the Minimum Amount is raised, GLG will have sufficient working capital to fund the projected growth for FY2006 but may not be able to fund the anticipated growth for FY2007 without a further capital offering.

3.6. Financial Performance and Forecasts

The Business' pro forma results for each calendar year from 2002 to 2004 and its forecast performance for FY2006 are shown below.

$'million Financial year ended 31 December	Pro Forma 2002	Pro Forma 2003	Pro Forma 2004	Forecast for year to 30 June 2006
Revenue	A$204.5 US$153.4	A$236.5 US$177.4	A$268.9 US$201.6	A$286.9 US$215.2
EBITDA	A$6.0 US$4.5	A$10.7 US$8.0	A$13.9 US$10.4	A$15.7 US$11.8
NPAT	A$3.9 US$2.9	A$9.0 US$6.8	A$11.5 US$8.6	A$12.4 US$9.3

Notes:

1. *Where necessary, the financial information in respect of the 2003 and 2004 financial years has been adjusted to ensure comparability of results (refer sections 7, 8 and 12 for details). Deloitte Touche Tohmatsu (Australia) have reviewed certain historical financial information included in section 7 and their report is contained in section 8.*
2. *Further details of the forecasts are set out in section 7, together with the underlying assumptions and qualifications. The Directors' forecasts have been reviewed by Deloitte Corporate Finance Pty Limited whose report is included in section 8.*
3. *The Directors provide no guarantees that the forecasts will be achieved as forecasts can be affected by numerous factors, many of which are outside the Directors' control.*

A summary of the Business' Pro Forma Statement of Financial Position as at 30 June 2005, as required by Australian equivalents to International Financial Reporting Standards ("A-IFRS") and prior to the Offer, is shown below.

	A$ million	US$ million
Current Assets	20.3	15.2
Non-Current Assets	12.3	9.2
Total Assets	32.6	24.4
Current Liabilities	28.5	21.4
Non-Current Liabilities	4.0	3.0
Total Liabilities	32.5	24.4
Net Debt including Hire Purchase*	3.8	2.9
Net Debt excluding Hire Purchase	1.4	1.1

** Excluding bank related financing that is essentially trade receivables, trade payables or inventory*

3.8. Asset Backing

Based on the pro forma balance sheet in section 7, after adjustment for the Acquisition of the Business and assuming that 6.5 million additional Aquisition Shares are issued, and that the Maximium Amount is raised, GLG's pro forma net asset backing per Share and pro forma net tangible asset backing per Share will be A$0.19 (US$0.14) and A$0.17 (US$0.13), respectively.

Based on the pro forma balance sheet in section 7, after adjustment for the Acquisition of the Business and assuming that 6.5 million additional Acquisition Shares are issued, and that the Minimum Amount is raised, GLG's pro forma net asset backing per Share and pro forma net tangible asset backing per Share will be A$0.093 (US$0.07) and A$0.086 (US$0.065), respectively.

3.9. Dividend Policy

The Company has adopted the following dividend policy. Dividends that will be paid by the Company will be determined by the Directors with regard to:

- business conditions.
- profitability, cash flow and financial health of GLG at the time of the proposed dividend payment.
- need for funds for capital expenditure, acquisitions or other business opportunities.

Based on this policy and management accounts to date, and barring any unforeseen circumstances, the dividend payable in FY2006 is expected to be 50% of NPAT. At the Offer price this will be equal to an unfranked yield of 7.7%. In subsequent years, the dividend payable is likely to be between 40-60% of NPAT.

3.10. How to Apply for Shares

An application for Shares in the Offer ("Application") can be made only by completing an application form contained in this Prospectus ("Application Form"). Detailed instructions on the correct method of completing an Application Form are set out on the page following each Application Form.

The Application Form must be accompanied by a cheque or bank draft in Australian currency drawn on an Australian branch of an Australian bank, for the Application monies. The minimum Application under this Offer is for 2,000 Shares (being Application monies of A$2,000.00) and the subscription for any additional Shares should be in multiples of 100. All cheques must be made payable to "GLG Corp Ltd – Initial Public Offering" and crossed "Not Negotiable".

The completed Application Form should be sent to:

GLG Corp Ltd Offer Account
Link Market Services Limited
GPO Box 2785, Melbourne VIC 3001, Australia

so that it is received no later than 5.00pm AEDST on the Closing Date. Payments by cheque will be deemed to be made when the cheque is honoured by the bank on which it is drawn. Applicants are advised to lodge their Applications as early as possible after the Offer opens.

The Company reserves the right to extend or shorten the Offer period by changing the Closing Date.

3.11. Allotment, Allocation and Acceptance of Applications

No allotment of Shares will be made until the Minimum Subscription has been reached and the Acquisition complete. The Company will issue the Shares that are the subject of successful Applications as soon as possible after the Closing Date and the receipt of ASX permission for the admission of GLG to the Official List and for quotation of the Shares unconditionally or on conditions acceptable to the Directors. Application monies will be held until allotment takes place.

The Company may accept or reject any Application, or accept an Application in respect of a number of Shares less than the number for which the Applicant applies. Acceptance of an Application by GLG creates a legally binding contract between the Applicant and GLG for the number of Shares for which the Application is accepted. Acceptance only takes place on allotment and issue of the Shares.

Where an Application is rejected, the Application monies will be refunded in full. If the number of Shares allotted to the Applicant is fewer than the number for which the Applicant applied, the surplus Application monies will be refunded. Interest will not be paid on the refunded Application monies.

The Company will issue the Shares that are the subject of successful Applications as soon as possible after the Closing Date.

Pending the issue by GLG of the Shares offered by this Prospectus, GLG will deposit Application monies in a separate bank account and keep them there for so long as those Applications, or any part of them, are liable to be repaid in accordance with the Act and this Prospectus.

3.12. Admission to ASX

Application will be made to ASX within 7 days after the date of this Prospectus for admission to the Official List of ASX and for quotation of all the Shares of GLG on ASX. The fact that ASX may quote the Shares is not to be taken as an indication of the merits of the Company or of the Shares.

The Directors do not intend to allocate any Shares until such approval for the quotation of the Shares on ASX is received either unconditionally or on conditions acceptable to the Directors. If permission is not received by the end of 3 months after the date of this Prospectus or such longer period permitted by the Act with the consent of ASIC, all Application monies without interest shall be refunded in full to the Applicants.

3.13. Clearing House Electronic Subregister System

GLG proposes to participate in the Clearing House Electronic Sub-register System ("CHESS"), operated by ASX Settlement and Transfer Corporation Pty Ltd ("ASTC") a wholly owned subsidiary of ASX, in accordance with the Listing Rules and ASTC Settlement Rules.

Under CHESS, the Company will not be issuing certificates to Shareholders. Instead, following the allotment of Shares under the Offer, Shareholders will be issued a transaction confirmation statement that sets out the number of Shares allotted to each of them. The transaction confirmation statement will also advise holders of their Holder Identification Number (HIN) or, where applicable, the Securityholder Reference Number (SRN) of issuer sponsored holders. Holding statements will be provided to Shareholders at the end of any calendar month they are active showing any changes in their shareholding in the Company.

3.14. Escrow Provisions

The Vendor has agreed to voluntarily escrow its Shares for a period of 12 months commencing on the date GLG is admitted to the official list of ASX. However, the Vendor may transfer up to 500,000 of its Shares to its employees or those of the Business, provided that each such employee agrees to 12 months voluntary escrow. Entelechy has voluntarily agreed to escrow its Shares for a period of 6 months commencing on the date GLG is admitted to the official list of ASX. See section 12.4.

04 The Global Textile and Apparel Industry

4.1. Overview

The textile and apparel industry is a significant global industry. According to the World Trade Organisation ("WTO"), global textile and apparel exports for 2003 totalled US$0.4 trillion dollars or approximately 5.4% of total global exports and 7.3% of global exports of manufactured goods.

Apparel exports in 2003 totalled some US$226 billion dollars or approximately 3.1% of total global exports and 4.2% of global exports of manufactured goods. The largest export region in the world is Asia, which accounted for more than a third of global exports of apparel in 2003.

Source: World Trade Organisation

4.2. The Post Quota Environment

Background

Quotas and duties add a considerable amount to the price of a garment. Since the 1950s, net importers have regulated their imports of textiles, to protect their own domestic apparel industry, by way of a Quota System. The Quota System was streamlined and the protective barriers institutionalised in 1974 by way of the Multi-Fibre Arrangement ("MFA"). The MFA allowed quotas to be set for categories of apparel. Pursuant to the MFA, the USA implemented the "Harmonized System", which set quotas based on quantity, value and tariff. Quotas were also set by country of origin. Exporting countries were then free to distribute and/or sell their quotas as they saw fit.

When countries restrained by quotas, such as China, reached their quota limits each year, Western-based apparel buyers were forced to meet their buying requirements from other countries. This problem together with the Free Trade Agreements and preferential treaties discussed below led to the development of large apparel industries in unusual destinations, such as Israel, Jordan and Mauritius.

During the last 30 years, the USA initiated and concluded various Free Trade Agreements and preferential treaties allowing certain countries non-quota and/or no-duty access to the USA. The most important of these agreements and treaties for the apparel industry include:

- The North American Free Trade Agreement.
- The Caribbean Basin Trade Partnership Act.
- The South American Andean Trade Pact and Drug Eradication Act.
- The African Growth Opportunities Act.
- Preferential treaties with selective countries in the Middle East on a Qualifying Industrial Zone concept.

The New Era

In 1994, the WTO agreed to phase out the Quota System over ten years. Therefore, on 31 December 2004, the MFA ceased.

The end of the MFA does not mean the end of tariffs. Importing countries levy tariffs or duties on apparel, which typically ranged from 5 to 38 percent of the free-on-board ("FOB") price. Import duties remain and can be used by importing countries to control and regulate import surges of low-priced merchandise that cause market disruption.

Quotas made the global trade in apparel relatively predictable. With the removal of quotas, buyers of apparel will no longer need to spread their buying. Dramatic shifts could occur, as could significant consolidation in countries with competitive advantages. Industry consensus is that China will be the major beneficiary in the post-quota environment with some believing that China could account for 50% of world apparel exports. The end of the MFA, however, does not mean that barriers to the global apparel trade will disappear. Under the WTO, 'temporary' restraints

are allowed if a surge in imports threatens to severely dislocate local industry. Such constraints are already being applied as evidenced by the bilateral agreements between the EU and China, and between USA and China.

Protectionist pressures within Western economies, the continuation of duties and tariffs, China's export restraints and the fact that major Asian exporters do not have sufficient capacity to immediately take over a large portion of global apparel trade, are likely to mean that countries other than China will continue to have a significant role to play in the global apparel industry.

4.3. Changing Needs of Existing and Potential Customers

The Business' existing and potential customers have indicated important changes in their needs, some of which arise from the termination of the MFA. The Directors believe the three most important new demands are:

- *Lower FOB cost.* Buyers appear to be expecting a 10-20% decline in FOB cost as a result of the end of the Quota System. However, the effect of China's export constraints is uncertain. Thus whether or not, and when, this expectation can be fully realised in the short term is uncertain.
- *Shorter turn-around and replenishment time.* Typically, retailers now require their suppliers to be able to fill an order within as little as 45 days of that order being placed.
- *Stocktaking and distribution.* Several customers, particularly department stores and mass merchants, are increasingly looking for their suppliers to provide stock in response to inventory levels through an EDI process. Specifically, they would like to place smaller initial orders and, if the range is selling well, replenish it rapidly.

4.4. Industry Consolidation

Notwithstanding that the end of the world Quota System has been known for some 10 years, in practice many manufacturers are not ready or have not prepared for it. Whilst critical success features like the price of a garment will not change, the end of quotas will likely make non-price advantages more important. These advantages are likely to include:

- Design and Trend Analysis
- Fast turnaround
- Financial and Credit standing
- Ability to meet surges in demand
- Inventory control, particularly through EDI and RFID

Given the above and that many retailers have used more garment suppliers than they needed to in the past due to quota constraints, it is likely that the industry will undergo consolidation as retailers reduce the number of companies they deal with. Consolidation is likely to favour companies that offer all the above and most especially those that can meet short term increases in demand.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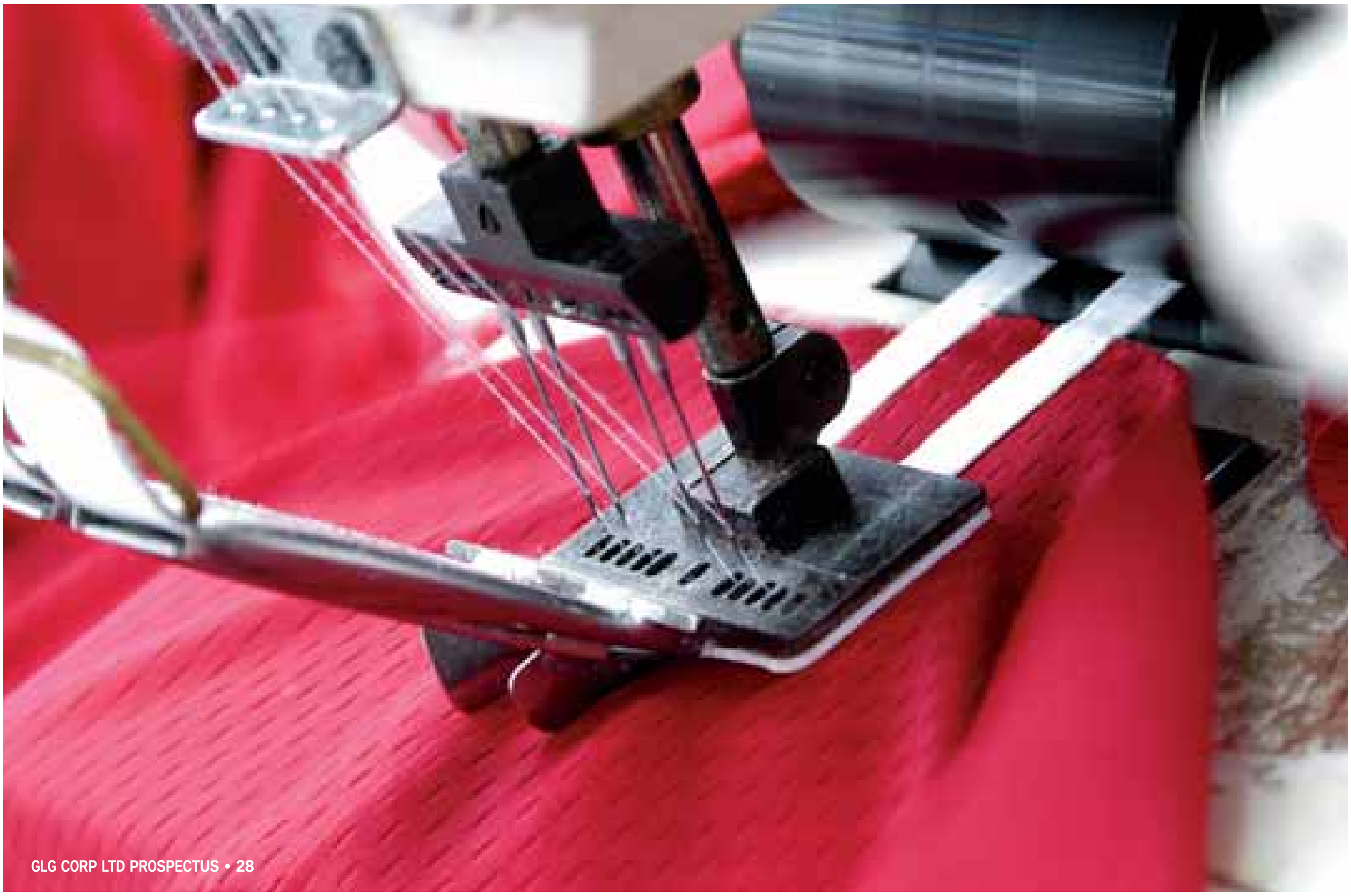


05 The Business

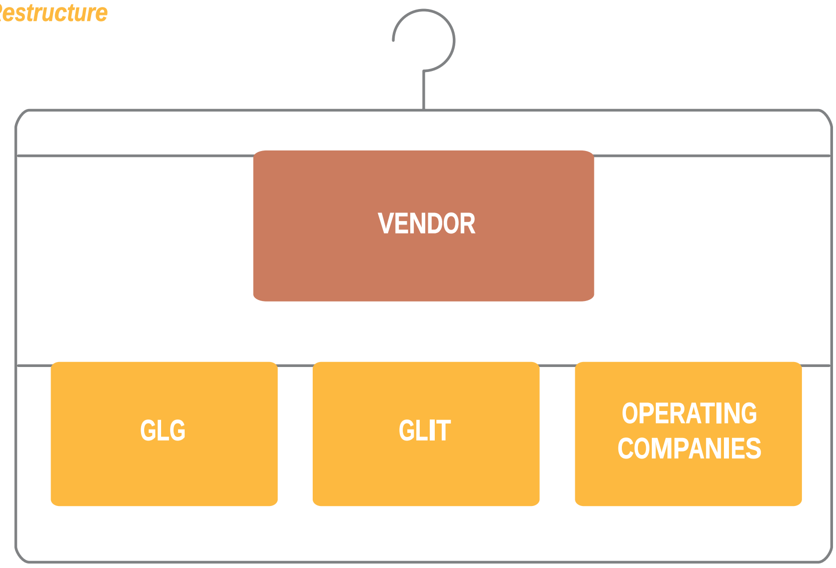
5.1. History

1977	Estina Ang founded an apparel subcontracting business in Singapore, as sole proprietor.
1983	Estina Ang incorporates her first limited liability company for the purposes of exporting apparel. This was also the beginning of direct selling to customers, particularly USA retailers, and a reduced dependency on subcontract work.
1986	Estina Ang opens her first factory outside Singapore, based in Malaysia. Its success prompted the opening of factories in 5 other countries. Soon after this, Ghim Li Global Pte Ltd began offering supply-chain management services as a result of requests by customers and the need to distinguish the business from its competitors.
2000	A special focus on various parts of supply-chain management lead to the development of the current one-stop, full-package service offered by the Business.
2005	The Vendor undertakes a corporate restructure in response to rapid customer demand following the end of the Quota System at the end of 2004. Initiatives undertaken include: • Selling GLIT to its management. • Building alliances with contract manufacturers. • Accelerating the development of process controls including line balancing and RFID. • Strengthening the Business' presence in the USA and Central America, by focusing on sales, marketing and customer support.

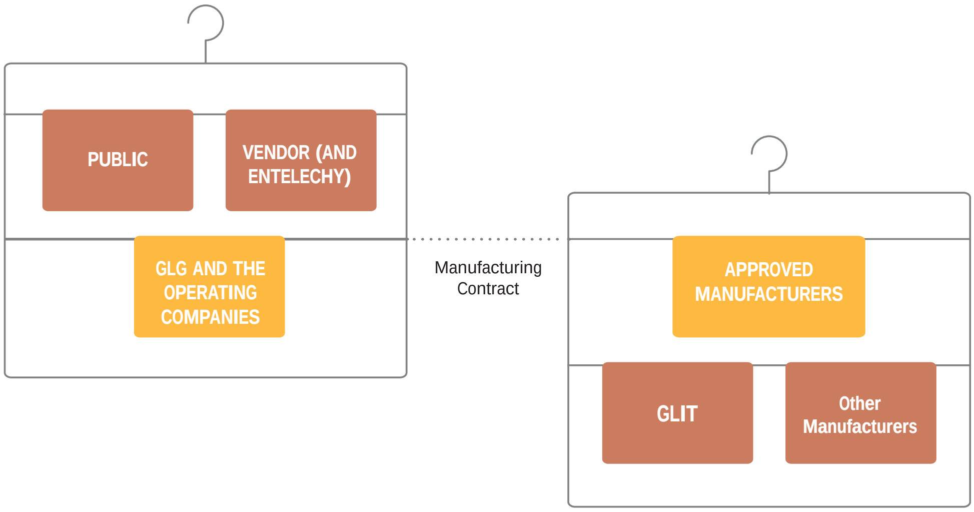
5.2. Restructure of Manufacturing Operations

The following two simplified diagrams have been provided to illustrate the restructuring that is taking place.

Before the Restructure



After the Restructure



The Vendor and Estina Ang do not own or control any shares in GLIT Holdings Pte Ltd.

GLIT is comprised of six companies incorporated in various countries. Half of the GLIT companies have been transferred to GLIT Holdings Pte Ltd. The other half are being held in trust for GLIT Holdings Pte Ltd pending government approval for the transfer.

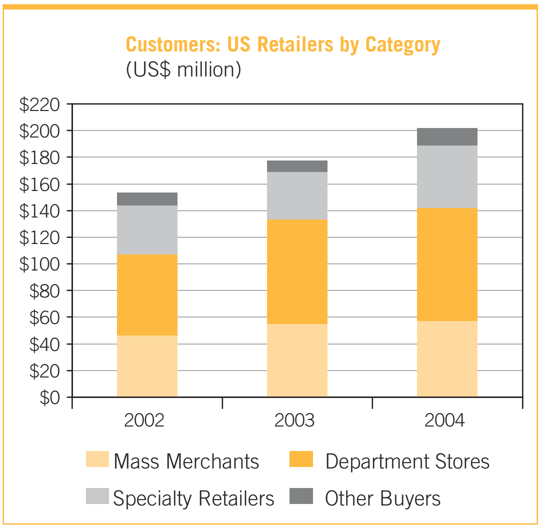
The Vendor and GLIT Holdings Pte Ltd have advised the Directors that they are not aware of any reason why such approval will be withheld.

5.3. Customers of the Business

The Business views its customers as business partners. The Business focuses on working in strategic alliance with customers to understand and meet their needs. As a result, revenues have grown in tandem with the business of such customers over the years. The strength of the Business' relationships with its customers is based on the reliability of the Business' service and the quality of the Business' apparel products. The Business has won many awards from its customers over many years (see section 5.7).

Sales to customers vary from year to year. The variation is due primarily to the styles requested by each retailer, and the emphasis on apparel each retailer wishes to sell in a particular season or year. For the last three financial years, no customer accounted for more than 25% of revenue.

The Business' customers can be classified into three categories: mass merchants; department stores; and speciality retailers. The following chart sets forth the relative importance of each of these categories:



Source: Management Accounts

Mass Merchants

Wal-Mart, the world's largest retailer, has been a customer for more than 19 years.

Target Corporation is one of the largest general merchandisers in the USA. It buys through its wholly owned subsidiary, AMC, which has been a customer for more than 19 years.

Mervyn's Corporation, a large general merchandiser in the USA, has been a customer for more than 19 years.

Department Stores

Federated Department Stores, Inc. ("Federated") has been a customer for more than 19 years. Through Federated, the Business supplies apparel to department stores trading as Macy's and Bloomingdales.

May Department Stores ("May") has been a customer for more than 16 years and is one of the largest department stores in the USA. It owns department stores such as Lord & Taylor, Foley's, Hecht's, Kaufmann's, Robinsons-May and the Jones Stores.

Sears, another of the largest department stores in the USA, has been a customer for more than 10 years.

Specialty Retailers

Aeropostale, a specialty retailer of casual apparel, has been a customer for some 14 years.

Foot Locker, the largest athletic retailer in the USA, has been a customer for more than 15 years. Through Foot Locker, the Business also sells a small amount of specialty apparel in Australia and in Europe.

Brand Support

The Business helps customers to distinguish and differentiate their brands. A sample of the range of brands the Business supports is provided below.

Brands Supported by the Business

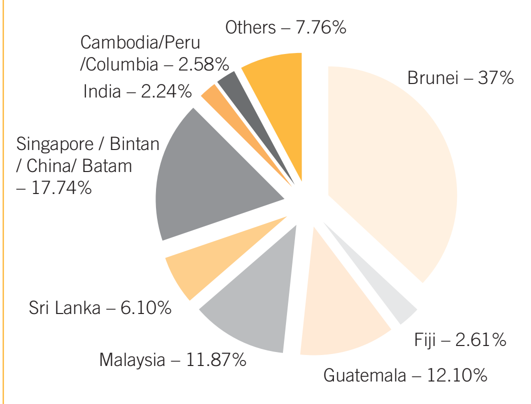
Customers	Type	Store-brands
Target Corporation	Mass Merchant	*Cherokee, Prospirit, Physical Science, Mossino*
Wal-Mart	Mass Merchant	*Secret Treasures, Faded Glory, White Stag, George*
Mervyn's Corporation	Mass Merchant	High Sierra, Sideout, Sprockets, CIRCO, Cambridge Classics, Cheetah
Federated	Department Store	Club Room, Style & Co, Jennifer Moore, Alfani, INC, Charter Club *Karen Scott, Christie Brooks, All Mine, Just Friends, Angel Fish, Marsh Landing, Q&A*
Sears	Department Store	*T.K.S., Covington, Classic Elements, Canyon Riverblues*
Aeropostale	Speciality Retailer	*Aeropostale*
Eddie Bauer	Speciality Retailer	*Eddie Bauer*
Foot Locker	Speciality Retailer	*Foot Locker, Champs, Lady Foot Locker, East Bay, Foot Locker Europe B.V., Team Editions Apparel*
Jones/Anne Klein	Speciality Retailer	*Jones, Anne Klein*

5.4. Suppliers to the Business

The Business contracts to over 200 production lines across the world. These are expertly managed according to product specialisation that drives output maximisation, to benchmark the highest possible productivity levels by product type.

The Business has geographically diversified its sources of supply to:

- facilitate short turnaround times required by customers.
- ensure that, in the event of a disruption, there are contingency supplies available.
- average out the cost of the product by producing in countries that take longer to produce but enjoy duty free access to the USA.



Source: Management Accounts

When selecting suppliers, the Business takes into consideration the suppliers' product quality, reliability of delivery time and price.

The Business enjoys good working relationships with its suppliers, and has not encountered any difficulty in the supply of apparel during the last three financial years.

GLG enjoys better economies of scale than its individual Approved Manufacturers. Accordingly, GLG acts as a procurement agent for its Approved Manufacturers, where it can obtain raw materials on more favourable terms.

The sources of supply are expected to change in the post-quota era. If the USA does not impose quotas on Chinese-made apparel, and assuming that the Chinese export restrictions are not overly onerous, it is likely that China as a source of the Business' procurements will rise significantly. In such an event, GLG is in a position to boost apparel from China quickly and significantly.

5.5. Competitive Strengths in Detail

The Business' competitive strengths are as follows:

- The ability to provide a one-stop, full package service that includes:
  - Yarn and textile development. The Business can advise its customers on blending and texturing, pre-yarn treatments to provide an ultra smooth or warm-and-cosy feel, depth to the fabric through over-dyeing and other washes, finishes or treatments to create different fabric effects. The Business can advise its customers on textile development such as the production of wrinkle-free fabric, water repellent fabric, anti-mosquito fabric, smell reducing fabric, Supima and other fabrics enable the Business to meet its customers' ever-changing needs.
  - Style and Design. The Business employs design teams to provide design trend analysis on all aspects of seasonal fashion. The Business is implementing a new three-dimensional, holographic design sampling program – in which customers are able to see and manipulate (rotate, etc.) a replicated '3D' version of their new design, before it is combined with the fabric and made into a sample – to speed up development timeframes.
  - Product Design and Development. The Business refines the design of its apparel by developing:
    - a) New grades and types of cotton, yarns and yarn blends.
    - b) Different types of dyes and new techniques in dyeing.
    - c) New techniques in knitting, stitching and embroidery.
    - d) Different types of cuts, layering, styling and overall 'look'.
    - e) Different types and methods of embellishing a piece of apparel.
    - f) New types and methods of packaging, presentation and showcasing.
  - Sound Manufacturing Knowledge. The Business, as part of the Vendor, started as a textile and apparel manufacturer. Therefore, unlike some of its competitors who began as trading agencies, the Business has extensive knowledge of the industry and its evolving technologies.
  - Embroidery and other elaborations. The Business is especially well known for its embroidery elaborations. These include subtle or dramatic collar, cuff, shoulder, front, back and other pieces. They may include flat, light, three-dimensional embroidery or the embroidery of different fabrics over each other. The Business

- also adds accessories such as sequins, crystals, metals, plastics and other materials onto apparel.
- EDI and ERP systems (see section 5.8).

- Good reputation and long and well-established relationships with major apparel retailers in the USA (see section 5.3).
- Global sourcing network (see section 5.4).
- Quality products and mass market appeal. The Business is committed to achieving a consistently high standard of quality in its apparel. The Business audits apparel on a random basis and at every major stage of the manufacturing process. As a consequence, the rejection rate by customers is low. Although the Business is design conscious, the Business' designers design for the mass market. The Business essentially designs high fashion and then modifies it so that it is also comfortable, affordable, durable and wearable by many people. The Business' apparel is priced at the low-to-mid range for mass appeal.
- Professional and experienced management team. The Business has in place a professional management team with significant experience (see section 6).

5.6. Quality and Compliance

Legal and Ethical Compliance

Our quality assurance policies include work practices as well as product standards

The Business prides itself on being an ethical and responsible organisation, which supports its customers by maintaining high standards of both legal and social ethics. The CEO personally oversees compliance with maintaining high standards of labour and environmental practices. The Business provides services that aid and direct its Approved Manufacturers to comply with the standards promoted by the Worldwide Responsible Apparel Production ("WRAP") organisation (a USA non-profit organisation). WRAP's objectives are to independently monitor and certify a company's compliance with socially responsible global standards for manufacturing, and to ensure that sewn products are produced under lawful, humane and ethical conditions. For more information visit www.wrapapparel.org.

The Business also has its own manuals, inspection systems, feedback and follow ups that complement WRAP.

Quality Assurance

The Business considers the quality of its products as one of its main competitive advantages. The Business' quality control chain is extensive. It includes:

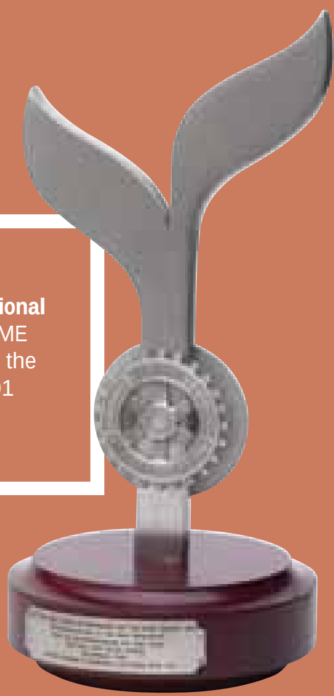
- Quality of cotton and yarn and fabric.
- Quality components required for the garment.
- Quality designs.
- Documentation management.
- Quality of workmanship.
- Quality of labelling and packaging.

The Business subjects the fabric it procures to stringent quality inspections based on internationally recognised Acceptable Quality Level ("AQL") procedures and standards. The fabric is also subjected to laboratory tests for shrinkage, colour fastness, flammability, and conformity to other specifications and standards. The Business' customers often provide guarantees on particular products manufactured by the Business. For example, the apparel supplied to Mervyn's Performance Polo under the Cambridge Classic label is guaranteed to maintain colour and shape for 20 washes together with guarantees as to shrink resistance, wrinkle resistance and pill resistance. Apparel supplied to Wal-Mart under the Faded Glory and White Stag labels also carries the "Satisfaction Guaranteed" warranty.

The Business enjoys very low rejection rates at the point of delivery. Completed apparel is also subjected to visual inspection after packing by using the AQL 2.5 random inspection (that is, less than 2.5 faults found out of every 1000 random inspections) process. Laboratory tests are conducted to ensure the apparel conforms to customers' quality specifications.

Federated Merchandising Group
5-Star Award 2003

May Department Stores
Outstanding Performance Award 2002



Rotary International
18th Rotary-ASME Entrepreneur of the Year Award 2001

Wal-Mart
International Supplier of the Year Award 1996, 1997 & 2003

Sears
Vendor Partner Award 2000 & 2003

Mervyn's
Vendor Award of Exellence 2002

5.7. Achievements to Date

The awards and certifications that the Business (when owned by the Vendor) has won or achieved are significant and include:

Year	Awards and Achievements	Presented By
2005	Singapore International 100 Ranking	International Enterprise Singapore
2004	5 Star Award	Macy's Merchandising Group
2003	Vendor Partner Award	Sears
	International Supplier of the Year	Wal-Mart
	Outstanding Performance Award	May Department Stores
	Outstanding Performance Award	The Associated Merchandising Corporation
	5 Star Award	Federated Merchandising Group
	Global Trader Programme Certificate	Ministry of Trade and Industry, Republic of Singapore
2002	5 Star Award	Federated Merchandising Group
	Outstanding Performance Award	May Department Stores
	Vendor Award of Excellence	Mervyn's
2001	5 Star Award	Federated Merchandising Group
	Outstanding Performance Award	May Department Stores
	Vendor Award of Excellence	Mervyn's
2000	Outstanding Performance Award	The Associated Merchandising Corporation
	5 Star Award	Federated Merchandising Group
	Outstanding Performance Award	May Department Stores
	Vendor Partner Award	Sears
1999	Outstanding Performance Award	May Department Stores
	Outstanding Performance Award	The Associated Merchandising Corporation
	Vendor Award of Excellence and Industry Leadership	Mervyn's California
1998	5 Star Award	Federated Merchandising Group
	Outstanding Performance Award	May Department Stores
1997	5 Star Award	Federated Merchandising Group
	International Supplier of the Year	Wal-Mart
1996	International Supplier of the Year	Wal-Mart
	Best Business Partner	Swire & Maclaine
	5 Star Award	Federated Merchandising Group
	Certificated and Emblem of Award	Mervyn's California
1992	Vendor of the Year	Venture
1990	Vendor Award of Excellence	Target
1989	Award of Excellence	Woolworth Overseas Corp

5.8. Future Business Plans and Strategies

As noted elsewhere in this Prospectus, customers are preparing to shorten their supplier list and in such an event GLG is in a good position to receive additional orders. To ensure that GLG gets its share of additional orders it must strengthen existing competencies and services. Whilst volume gains are important, GLG also seeks to increase its average selling price and dollar margin per unit of apparel sold. To do so GLG must plan to introduce new competencies and services. Current and new services that GLG is, or will be, offering can be summarised as follows:

ERP Systems

The Business has an ERP system relating to procurement, design, production, logistics, credit control, accounting, treasury and others. To ensure that the 45-day delivery time can be consistently met, the Business has begun to upgrade and integrate its ERP systems and will require that contract manufacturers implement all or part of the system. Central to the production end of the Business' ERP system is RFID. Internal funds have already been set aside to achieve the minimum upgrade and integration required, however additional funds of at least A$2.5 million will be required to add and roll out all the features GLG believes to be necessary to put the Business into a leading position with customers.

EDI and Inventory Management

An important development over recent years is the desire for certain customers to outsource their inventory management and replenishment systems. Several customers would like to move away from the traditionally high IMU price of a product.

The Business plans to offer an extended logistics program that will include leasing warehousing in the USA. This logistics program which will include EDI and physical warehousing provides the infrastructure required to allow the Business to monitor the sales of customer's stores and prompt the customer to make smaller but more frequent re-orders.

Internal funds have already been invested on the program's design, however additional funds of A$0.5 million will be required to complete the system. The high funding requirement will be the working capital requirements of stocking (via inventory) customer goods.

Increased Growth

GLG intends to increase the number of Garments it supplies. This expansion necessarily requires an increase in working capital.

In particular, one plan for growth is to penetrate the European market by working with several key existing US customers who already have extensive retail store penetration in the EU such as Wal-Mart and Foot Locker. Initial orders from these customers for the EU have been received. With the changes in the quota rules, these customers are now exploring with the Business the possibility of the Business fulfilling their orders for the European market. As European fashions, tastes, price points and niche markets can be significantly different than in the USA, some major changes may be required to the Business' design processes.

Other Initiatives

In addition, GLG plans to implement the following:

- *Increase business with branded customers.* The Business is well positioned to expand its market share in the USA by taking on branded or high demand customers. These internationally renowned customers are likely to be more design and even more quality conscious. The reward of servicing such customers will likely be to sharpen the design skills of the Business, more sales and turnover and improvement of business margins.

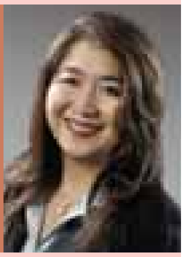
- *Reduce turnaround times.* The Business recognises the benefits of speed of sourcing from countries much closer to the USA, namely Central and South America. Many Central and South American factories were established to service now non-existent USA garment manufacturers.

- *Selling to new markets, particularly Australia.* A major constraint to growth in the past has been that the Business could not expand its production capacity fast enough. Accordingly, capacity that was available was reserved for the Business' largest and most profitable customers. With the management buy-in, and with the new integrated ERP system, GLG believes the Business can now service markets that it previously has not tapped into.

- *Synergistic alliances, acquisitions and investments.* The Company will consider focused alliances, acquisitions and investments, if such developments would strengthen the core business or further the future plans and strategies of GLG. Such investments could include taking a stake in a design-house and/or distributor and/or speciality retailer.


WHITE STAG®

06 Directors and Senior Management



Estina Ang Suan Hong
EXECUTIVE CHAIRMAN

Samuel Scott Weiss
NON EXECUTIVE DEPUTY CHAIRMAN, AND INDEPENDENT DIRECTOR

Soh Guan Kiat
DIRECTOR AND CHIEF EXECUTIVE OFFICER

Eu Mun Leong
DIRECTOR AND CHIEF FINANCIAL OFFICER

6.1. Board of Directors

The Company's Board of Directors is entrusted with the responsibility for the overall management of GLG. The Board plans to appoint another Australian based Director in the near term. Details of the Board members are as follows:

Estina Ang Suan Hong
Executive Chairman

Ms Estina Ang Suan Hong is the founder of the Business. She has been a Director since its inception in 1983. Ms Ang is the Executive Chairman of GLG Corp Ltd.

Ms Ang has over 25 years of experience in the textile and apparel industry. She began her career in the industry in 1975, working for Polly Allied Knitwear Pte Ltd, a Singapore based apparel group.

Under her leadership, the Business has established itself as a global supplier of quality apparel to major retailers in the USA. Ms Ang also spearheaded the Business' expansion into USA, Guatemala and Hong Kong.

Ms Ang is also the founder of GLIT and the Vendor, and has been CEO since their inception. Ms Ang oversaw GLIT's expansion into Malaysia, Fiji, Brunei, Indonesia, Guatemala, China and the South Asia Sub-Continent. Ms Ang was also responsible for the vertical integration of the 3 businesses combined through the Vendor's acquisition of the textile procurement company, Maxim Textile Technology Pte. Ltd., in 1995. Ms Ang remains CEO of the Vendor.

Ms Ang graduated from the Nanyang University in 1974 with a Bachelor of Arts degree, and is a member of the Singapore Institute of Directors.

Samuel Scott Weiss
Non Executive Deputy Chairman and Independent Director

Mr Weiss brings valuable experience in all aspects of supply chain management and global logistics in a multi-national environment.

Mr Weiss currently serves as Chairman of the Board of Directors for both OrotonGroup Limited and Ecos Corporation. In addition, Mr Weiss is an Independent Director for companies in the apparel (Canterbury of New Zealand Ltd), education and property development industries. Mr. Weiss has considerable Board experience and knowledge of Corporate Governance.

Mr Weiss graduated *cum laude* with an AB from Harvard University, and has an MS in Business Policy from Columbia Business School. He is a Regional Director of the Board of the Harvard Alumni Assocation, and is a Fellow of the Australian Institute of Company Directors.

Soh Guan Kiat
Director and Chief Executive Officer

Mr Soh Guan Kiat is GLG's Chief Executive Officer. He joined the Business in May 2002 and was the Business' former Chief Operating Officer. Mr Soh is now responsible for executing business plans of the Business and leading the Business' operations towards further global expansion. Mr Soh is committed to maintaining and developing good business relationships with GLG's global customers.

Mr Soh has over 25 years of experience in the apparel industry. From 1987 to 2002, Mr Soh was Vice President, Operations, of Foot Locker Sourcing Inc. Prior to this, Mr Soh held the position of Director of Associated Merchandising Corporation from 1981 to 1986. From 1977 to 1981, Mr Soh was with Metro Holdings Ltd where he last held the position of Assistant Merchandise Manager.

Mr Soh graduated with a Bachelor of Social Sciences (Honours) from the University of Singapore, and is a member of the Singapore Institute of Directors.

Eu Mun Leong
Director and Chief Financial Officer

Mr Eu Mun Leong joined the Business as Chief Financial Officer in May 2003. He is responsible for the overall planning and management of GLG's financial functions.

Mr Eu has over 25 years of accounting and financial management experience and has spent 15 years in the banking industry. He joined Chase Manhattan Bank, NA in 1981 and became Second Vice President after handling portfolios in wholesale banking, real estate finance and investment banking. Mr Eu left Chase Manhattan Bank in 1990 to take up the position of Vice President of UOB (Corporate Finance and Corporate Banking) until 1997. From 1997 to 2002, Mr Eu was the Chief Financial Officer of Liang Court Group, Somerset Group and The Ascott Group and Senior Vice President, Risk Assessment Group of Capital Land Limited.

Mr Eu has a Master of Business Administration from University of Pittsburgh, USA, a Bachelor of Accountancy (Honours) from the University of Singapore and is a fellow of the Institute of Certified Public Accountants of Singapore and a fellow of CPA Australia. Mr Eu is also a member of the Singapore Institute of Directors.

Christopher Chong Meng Tak
INDEPENDENT DIRECTOR

Christopher Chong Meng Tak
Independent Director

Mr Chong is a partner of ACH Investments Pte Ltd., a specialist corporate advisory firm in Singapore, and, an Associate of Shadforths Limited, a leading financial firm in Tasmania, Australia. Prior to co-founding ACH Investments Pte Ltd., Mr Chong was a multi-award winning equity analyst and the Managing Director of HSBC James Capel Securities (Singapore) Pte Ltd [now known as HSBC Securities (Singapore) Pte Ltd], a member of the Hongkong Bank Group of companies. Mr Chong is an independent director of several public companies listed on the Australian, Singapore and Luxembourg Stock Exchanges. Mr Chong is also a Director and/or advisor to many private companies and to many Asian families and the judicial branch of the Singapore Government.

Mr Chong has extensive Asia Pacific experience having previously also been an advisor to listed companies on the Exchanges of Hong Kong, Jakarta (Indonesia), KL (Malaysia), Makati (Philippines) and Bangkok (Thailand). Mr Chong is a Fellow of the Hong Kong Society of Accountants, a Fellow of the Australian Institute of Company Directors, a Fellow of the Singapore Institute of Directors and a Master Stockbroker of the Securities and Derivatives Industry Association of Australia.

Mr Chong has received a B.Sc. (Economics) from the University College of Wales, an MBA from London Business School, and is also a Chartered Accountant with the Institute of Chartered Accountants of Scotland.

Ernest Seow Teng Peng
INDEPENDENT DIRECTOR

Ernest Seow Teng Peng
Independent Director

Mr Seow has over 40 years of experience in the public accounting profession and served as a partner of international public accounting firms for about 24 years. He retired as a partner of PricewaterhouseCoopers in June 2004.

He functioned as the audit engagement partner for a considerable number of public listed companies in Singapore and is familiar with requirements of listed companies, corporate governance, setting up of internal control, restructuring and financial matters. He was involved in bringing a number of companies to be listed on the Stock Exchange of Singapore.

Mr Seow is currently an independent director of two listed companies in Singapore, SM Summit Holdings Limited and Sin Soon Huat Limited.

Mr Seow is a fellow of CPA Australia, Associate member of the Institute of Chartered Accountants in Australia and CPA Singapore.

6.2. Key Executives of the Business

Agnes Ng Moi Ngw
CHIEF OPERATING OFFICER - TEXTILES

Agnes Ng Moi Ngw
Chief Operating Officer – Textiles

Ms Agnes Ng Moi Ngw joined the Business in September 2004 as Chief Operating Officer – Textiles. She is responsible for procurement of raw materials.

Ms Ng has over 20 years experience in the textile industry. Prior to joining the Business, she was General Manager of Oceanic Textiles Private Ltd from 1981 to 2004.

Ms Ng obtained a Diploma in Business Management from Ngee Ann Polytechnic in 1976.

Surina Gan Meng Hui
CHIEF MARKETING OFFICER

Peter Tay Teck Keng
CHIEF OPERATING AND BUSINESS DEVELOPMENT OFFICER

Surina Gan Meng Hui
Chief Marketing Officer

Ms Surina Gan Meng Hui joined the Business in July 2001 and is currently the Chief Marketing Officer. She began her career at the Business as a Management Trainee where she was assigned the task of leading the manufacturing operations. Ms Gan is now responsible for the overall management of Marketing, Merchandising, Design and Product Development. In addition to providing overall direction in the day-to-day management of sales activities, Ms Gan also plans and implements marketing strategies to identify and develop new customer base and business opportunities on a global scale.

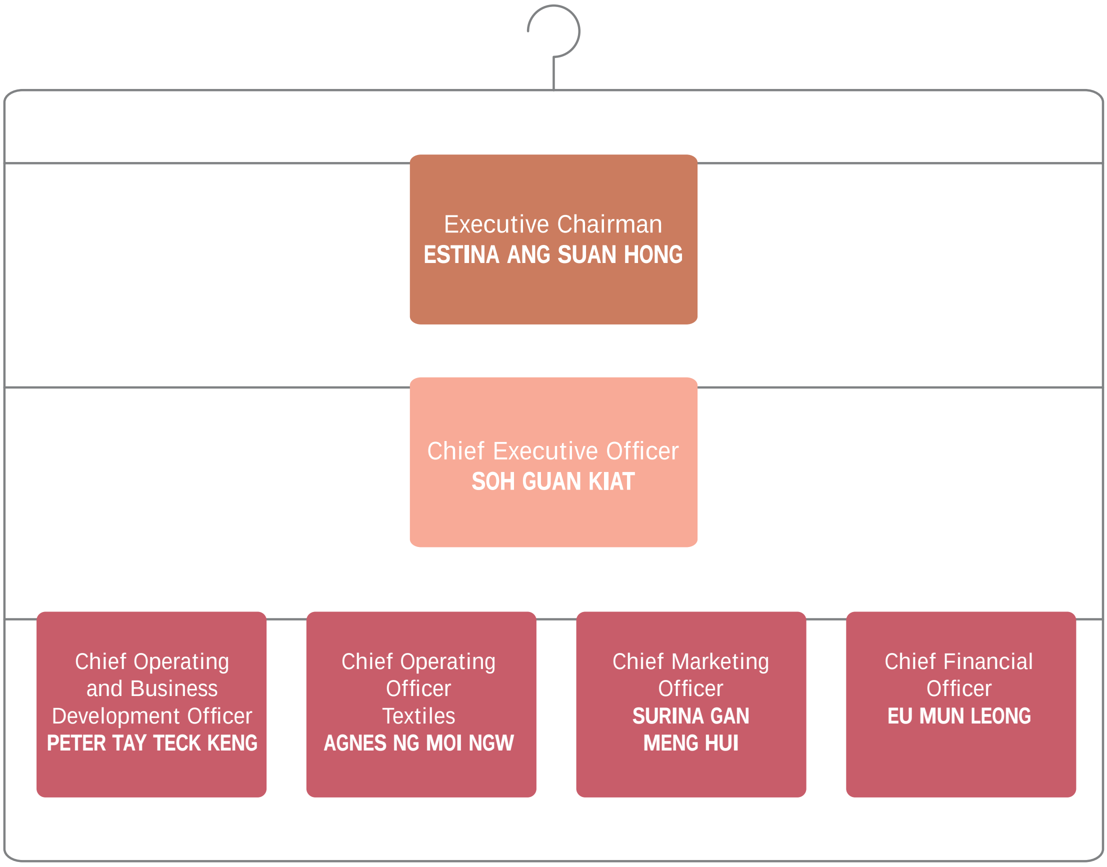
Ms Gan graduated with a Bachelor of Science (Honours) from New York University-Stern in 2001.

Peter Tay Teck Keng
Chief Operating and Business Development Officer

Mr Peter Tay Teck Keng recently joined the Business as Chief Operating and Business Development Officer. His main responsibility is outsourcing the manufacturing process and developing new customers. Mr Tay has over 20 years experience in merchandising and retailing in the apparel industry. He joined Gap International Sourcing Pte Ltd (Singapore) as merchandising manager in 1992 and was recently promoted to Merchandise Director. Prior to that Mr Tay was with Dodwell Singapore for six years and with AMC Singapore for four years.

Mr Tay graduated with a Diploma in Sales & Marketing from NPD/Springs Singapore.

6.3. Senior Management Chart

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07 Financial Information

A summary of the pro forma historical and forecast financial information for GLG is contained in this section. The pro forma historical and forecast financial information included in this section assumes all relevant approvals have been received and that the sale of the Operating Companies of the Business has been completed and assumes that the Maximum Amount has been raised. The information comprises:

- Pro Forma Consolidated Income Statements for the years ended 31 December 2002, 2003 and 2004. The historical information as shown in section 7.1 is in calendar years as it conforms to the audited periods of the Operating Companies of the Business. The information was extracted from the historical audited financial statements of the Operating Companies of the Business restated to comply with Australian equivalents to International Financial Reporting Standards (A-IFRS), as if GLG had been structured then, as it will be, after the Acquisition. These have been prepared to promote comparability between the historical financial information and the forecast financial information. They do not include any costs associated with operating as a listed public company. Details of the pro forma adjustments and a reconciliation of the audited profit before tax to the pro forma profit before tax for the years ended 31 December 2002, 2003 and 2004 are provided in section 7.2.
- Pro Forma Consolidated Income Statement for the six months ended 30 June 2005 prepared in accordance with A-IFRS. This has been shown separately in section 7.1 to show the change from calendar year for the historic periods to a 30 June financial year for the forecast. The information was extracted from the historical management accounts of the Operating Companies of the Business and was prepared as if GLG had been structured then, as it will be, after the Acquisition. It does not include any costs associated with operating as a listed public company. Details of the pro forma adjustments and a reconciliation of the reviewed profit before tax to the pro forma profit before tax for the six months ended 30 June 2005 are provided in section 7.2.
- Pro Forma Forecast Income Statement for the year ending 30 June 2006 prepared in accordance with A-IFRS. The forecast, as shown in section 7.1, is for the financial year ending 30 June 2006 as it conforms with the financial year of GLG after the Acquisition. The Company's actual financial report for the year ending 30 June 2006 will also be prepared in accordance with A-IFRS. The pro forma forecast has been prepared as if the post Offer corporate and capital structure applied from 1 July 2005. The Acquisition has an effective date of 1 July 2005 in the contract which is based on 30 June 2005 Financial Statements with no further payments due to the Vendor for trading after that date.
- Pro Forma Balance Sheet as at 30 June 2005, prepared in accordance with A-IFRS and an adjusted Balance Sheet as at 30 June 2005 reflecting transactions that will arise pursuant to this Offer.
- Accompanying notes and explanations thereto.

The pro forma historical financial results do not purport to represent what the actual results from operation would have been had the post Offer capital and corporate structure been in place from 1 January 2002. However, for the purposes of comparing past and future performance, the Directors of GLG believe that the pro forma historical financial information provides a meaningful presentation of the underlying financial performance of GLG, reflecting the intended structure and operations of GLG after the listing. The organisational structure and Acquisition is presumed to have occurred for the purposes of preparing the pro forma adjustments in accordance with A-IFRS.

Under A-IFRS, GLG will prepare its accounts in US$, which is its functional currency. GLG has also elected to report in US$. Accordingly, GLG is not required to include any financial information in Australian dollars in its statutory financial reports under A-IFRS. Only for the purpose of informing potential investors, Australian dollar financial information has been included. This information has been translated at an exchange rate of AUD/USD of 0.75.

Investors should be aware that the future cannot be predicted with certainty and as a result, deviations for the Pro Forma Financial Forecasts are to be expected. The financial information presented in this section should be read in conjunction with the management discussion for the years ended 31 December 2003 and 2004 and the six months ended 30 June 2005 in section 7.3, the basis of preparation of the forecast income statement in section 7.4, the sensitivity analysis in section 7.5, the accounting policies detailed in section 7.8 and the risks outlined in section 11.

The Directors can give no assurance that the Forecast will be achieved or that GLG will be able to pay the dividends forecast for the forecast period. This is because GLG's actual financial results and dividends will be affected by many factors that are beyond the Directors' control. A number of these factors are outlined in section 11.

Deloitte Touche Tohmatsu has reviewed the historical pro forma income statements and balance sheets, including the pro forma adjustments set out in section 7.2. The financial statements for the years ended 31 December 2002, 2003 and 2004 of the Operating Companies were primarily audited by other Deloitte Touche Tohmatsu member firms. The financial statements of the consolidated Operating Companies for the six months ended 30 June 2005 were also reviewed by Deloitte Touche Tohmatsu Australia, in conjunction with other Deloitte offices worldwide.

Deloitte Touche Tohmatsu have prepared an Investigating Accountants' Report in respect of the historical pro forma income statements and balance sheets. A copy of this report is included in section 8. Investors should note the scope and limitations of the Investigating Accountants' Report.

The pro forma forecast financial information has been reviewed by Deloitte Corporate Finance Pty Limited. A copy of their report is also contained in section 8.

7.1. Pro Forma Income Statement

Pro Forma Consolidated Income Statement (US$ million)

For the financial periods ended

	Year ended 31-Dec 2002	Year ended 31-Dec 2003	Year ended 31-Dec 2004	Forecast year ending 30-Jun 2006
Revenue	153.37	177.35	201.63	215.22
Cost of Sales	(138.97)	(160.78)	(182.57)	(194.44)
Gross Profit	14.40	16.57	19.06	20.78
Other Operating Income	1.28	1.22	1.28	2.12
Distribution Costs	(2.85)	(1.12)	(1.42)	(1.50)
Administrative Expenses	(7.31)	(8.53)	(8.26)	(9.70)
Other Operating Expenses	(1.34)	(0.37)	(0.55)	(0.25)
Operating Profit	4.18	7.77	10.11	11.45
Borrowing Costs	(0.09)	(0.39)	(0.66)	(1.08)
Profit before Tax	4.09	7.38	9.45	10.37
Tax Expense	(1.17)	(0.60)	(0.81)	(1.09)
Profit after Tax	2.92	6.78	8.64	9.28

Notes:

1. *The historic financial information has been adjusted as detailed in section 7.2.*
2. *The basis of preparing the forecast is detailed in section 7.4.*
3. *The pro forma forecast assumes that the Operating Companies had been acquired effective 1 July 2005.*
4. *The financial information has been prepared in accordance with the accounting policies described in section 7.8.*
5. *A-IFRS requires that the statutory accounts be prepared from the date of the Acquisition of the shares of the Operating Companies. Since the Acquisition is accounted for under AASB3 Business Combinations as disclosed in section 7.7 the consolidated income statement for the year ending 30 June 2006 will depict the consolidated results from 1 July 2005 to 30 June 2006. Actual profit after tax that will be reported in the Consolidated Income Statement for the year ending 30 June 2006 may differ to the profit after tax assumed in the Pro Forma Forecast Consolidated Income Statement due to the forecasts assuming that their will be no interest income earned from the proceeds of the Offer, that there is no minority interest in the profit after tax of GHz Technologies Pte Ltd and that certain corporate costs due to GLG being a listed company will likely be incurred for a shorter period than assumed in the pro forma forecast. The likely impact of these items is not considered to be material.*

Pro Forma Consolidated Income Statement
In A$ million assuming an exchange rate of AUD/USD of 0.75

(For illustration purposes only. The reporting currency of GLG is US$)

For the financial periods ended

	Year ended 31-Dec 2002	Year ended 31-Dec 2003	Year ended 31-Dec 2004	Forecast year ending 30-Jun 2006
Revenue	204.49	236.47	268.84	286.96
Cost of Sales	(185.29)	(214.37)	(243.43)	(259.25)
Gross Profit	19.20	22.10	25.41	27.71
Other Operating Income	1.71	1.63	1.71	2.83
Distribution Costs	(3.80)	(1.49)	(1.89)	(2.00)
Administrative Expenses	(9.75)	(11.37)	(11.01)	(12.93)
Other Operating Expenses	(1.79)	(0.49)	(0.73)	(0.33)
Operating Profit	5.57	10.38	13.49	15.28
Borrowing Costs	(0.12)	(0.52)	(0.88)	(1.44)
Profit before Tax	5.45	9.86	12.61	13.84
Tax Expense	(1.56)	(0.80)	(1.08)	(1.45)
Profit after Tax	3.89	9.06	11.53	12.39

The pro forma forecast is for the fiscal year ending 30 June 2006. The financial year for GLG is for the 12 months ending 30 June.

Pro Forma Consolidated Income Statement
In US$ and A$ assuming a rate of AUD/USD of 0.75

(The A$ numbers are for illustration purposes only. The reporting currency of GLG is US$)

For the 6 months ended 30 June 2005

	US$ million	A$ million
Revenue	85.28	113.71
Cost of Sales	(76.95)	(102.60)
Gross Profit	8.33	11.11
Other Operating Income	0.84	1.12
Distribution Costs	(0.45)	(0.60)
Administrative Expenses	(4.28)	(5.71)
Other Operating Expenses	(0.09)	(0.12)
Operating Profit	4.35	5.80
Borrowing Costs	(0.48)	(0.63)
Profit before Tax	3.87	5.17
Tax Expense	(0.50)	(0.67)
Profit after Tax	3.37	4.50

Notes:

1. *The financial information has been drawn from management accounts that were reviewed but not audited.*
2. *The historic financial information has been adjusted as detailed in section 7.2.*
3. *The results do not form part of the 30 June 2006 Pro Forma Forecast Income Statement.*
4. *The financial information has been prepared in accordance with the accounting policies described in section 7.8.*

7.1.2 Discussion about the 6 months Pro Forma Income Statement to 30 June 2005

The Business is highly seasonal with only 35-40% of revenue and 30-35% of profit before tax earned between January and June in most years.

Futher, the results for the first 6 months ended 30 June 2005 were impacted by a number of one-off factors. The Business' ability to accept orders was affected by:

- the Asian tsunami that reduced supply from the Sri Lanka manufacturing facility owned by GLIT; and
- the relocation of significant manufacturing capacity from Fiji to other parts of the world such as Indonesia, which was then delayed due to administrative problems.

7.2. Adjustments to Historical Income Statements

The Statements of Financial Performance for the years ended 31 December 2002, 2003 and 2004, adjusted to promote comparability were:

Pro Forma Adjustments (US$ million)

For the financial periods ended

	Year ended 31-Dec 2002	Year ended 31-Dec 2003	Year ended 31-Dec 2004	Half year ended 30-Jun 2005
Profit after Tax (Audited)				
GL Global	1.92	3.30	8.38	3.38
GLI (HK)	(0.18)	(0.07)	-	-
BAS	(0.45)	0.05	0.10	(0.12)
GG Textiles	-	(0.08)	(0.38)	0.20
GL Enterprises	-	(0.16)	0.01	-
Escala	-	-	-	(0.09)
GHz	-	-	-	-
Total Profit after Tax	1.29	3.04	8.11	3.37
Adjustments for 90:10 Formula [1]				
FOB Sales net of cost of sales	5.61	7.17	1.14	-
Reverse marketing commission income	(1.99)	(2.14)	(0.14)	-
Reverse marketing commission expense	2.02	2.23	0.34	-
Logistics and management fees	0.61	0.56	(0.71)	-
Reverse interest on Trust Receipts	-	0.02	0.23	-
Other Adjustments				
Include other income net of expenses that now arise in GLG [2]	(3.10)	(2.90)	-	-
Imputation of rental expenses [3]	(0.94)	(0.69)	-	-
Reverse admin income [4]	-	-	(0.21)	-
Reverse loan interest [5]	0.15	-	-	-
Tax Expense [6]	(0.73)	(0.51)	(0.12)	-
Profit after Tax (pro forma)	2.92	6.78	8.64	3.37

Notes:

1. *Effect of 90:10 Formula and other pro forma adjustments: Revenues and Cost of Sales were adjusted so that historic sales conformed to the current 90:10 Formula between GLG and its contract manufacturing suppliers.*
2. *The pro forma adjustments were for expenses previously booked under Ghim Li Holdings Co. Pte Ltd which should have been borne by the Business.*
3. *Provision for imputed rental expenses for 2002 and 2003 under the sale and leaseback arrangement.*
4. *Reversal and elimination of inter-company administrative and management income.*
5. *Reversal of loan interest for import financing which should be borne by previous subsidiaries of Ghim Li Group Pte. Ltd.*
6. *Provision for tax expense on the pro forma adjustments.*

7.3. Management Discussion of the Pro Forma Historical and Forecast Consolidated Income Statements

This section should be read in conjunction with section 7.4 "Basis of the Preparation of the Pro Forma Forecast Income Statement"

Revenue

All revenue arises from the sale of apparel to customers. GLG undertakes no speculative production nor does it hold inventory in anticipation of orders. All orders placed with apparel manufacturers are backed by purchase orders from customers.

Revenue between 2002 and 2004 has grown at a compound annual rate of about 15%. The growth was primarily due to the ability to sell more to existing customers. In calendar year 2005 this growth is likely to slow due to capacity constraints. To date the restriction on further growth has not been customer demand but production constraints. A major apparel manufacturer who the Business sub-contracts to, closed down its factory in Fiji and opened new factories in Indonesia and Sri Lanka, in the first four months of 2005. Their Indonesian plant has been affected by administrative delays and their Sri Lanka operations were severely disrupted by the tsunami that came close to the factory. As it takes time to not only source and certify factories to the required standards, the capacity problem could not be solved quickly. As a consequence, and in order to avoid delivery defaults, the Business sharply reduced the number of orders it took in the first half of 2005.

These capacity problems are being resolved and in July, the Business was able to take on significantly more orders. Sri Lanka is now producing above what was planned and whilst Indonesia remains below what was planned it has been increasing capacity every month. The Business has also been able to source apparel from other countries. The Business achieved revenue of US$56.3 million for the first quarter of FY2006. At the end of September 2005 (first 9 months of 2005), the Business confirmed orders of US$194 million in respect of the year to 31 December 2005. The Business is currently accepting orders at a rate of around US$18 million a month. If this can be maintained for the forecast period, the forecast growth rate of 6.7% over 2004 could prove conservative.

The Business has a good reputation for delivering. Whilst the Business has been late with orders, it has never failed to deliver on an order in the last 5 years.

Cost of Sales

The cost of sales of the Business is likely to remain fairly constant at around 90.5% revenue. This is because a very significant percentage of the cost of sales is the cost of apparel. GLG's contract with its apparel manufacturers states that GLG shall keep 10% of all revenues received. This is known as the 90:10 Formula. The reason for the 90:10 Formula is to prevent suppliers from 'squeezing' GLG during times when demand is strong and to provide comfort to such suppliers that GLG will not 'squeeze' their margins when capacity exceeds demand. In return, the apparel manufacturers have given GLG the right but not the obligation to employ a pre-agreed percentage of their capacity. The Business had previously operated this scheme with some manufacturers and it worked well. Post Acquisition, GLG will operate the scheme with all manufacturers.

Other than the cost of apparel, there are several other much smaller costs that the Business has to absorb that lowers the gross margins from 10% to around 9.5%. These include laboratory tests, some duties and other direct overheads.

GLG is forecasting a gross margin of about 9.6% for the year ending 30 June 2006. This is marginally higher than that achieved in previous years and is due to the fact that part of the other direct costs that the Business has to absorb is semi-fixed in nature. For instance, laboratory costs are not directly related to volume but rather to orders.

Other Operating Income

There are four main sources of other operating income. They are stable and recurrent in nature.

- *Income relating to shipment and transhipment services.* The Business tranships for apparel manufacturers in Brunei and with respect to part of an apparel manufacturer's output in Malaysia. This is because Singapore has the best shipping schedules and/or the best rates for shipping in South East Asia. This aspect of the business is more of a facilitation service.

The Business does not and GLG will not seek to make significant income from this service.

- *Rebates.* Some nominated fabric and yarn suppliers have paid the Business and have agreed to pay GLG a rebate if GLG buys or directs apparel manufacturers to buy more than a pre-agreed amount from them.
- *Sample cost recovery.* The Business makes some 6,000 samples a month for customers. Most customers make a small contribution towards the cost of such samples.
- *Rental income.* GLG will continue to rent out a small part of its premises at commercial rates to other companies.

Other operating income is expected to rise sharply for the year ending 30 June 2006 due to interest income relating to the long term receivable from GLIT which previously did not exist.

Costs and Expenses

Costs and Expenses as a percentage of Revenue

For the financial periods ended

	Year ended 31-Dec 2002	Year ended 31-Dec 2003	Year ended 31-Dec 2004	For 6 months 30-Jun 2005	Forecast year ending 30-Jun 2006
Distribution Costs	1.9%	0.6%	0.7%	0.5%	0.7%
Administrative Expenses	4.8%	4.8%	4.1%	5.0%	4.5%
Other Operating Expenses	0.9%	0.2%	0.3%	0.1%	0.1%

- Distribution costs primarily relate to promotion, advertising, selling commissions, travel related expenses and airfreight. All costs except airfreight costs are variable or semi-variable and generally parallel revenues. Airfreight costs are volatile as they arise if raw materials or finished goods have been delayed and 'catch-up' is required. Distribution costs have been budgeted to rise for the year ending 30 June 2006 due to a significant allowance for airfreight expenses. This may prove conservative in that such expenses may not be incurred.
- Airfreight arrangements have been changed. If there is a delay due to late delivery of the fabric the airfreight charges will be paid by the mill. If the delay is due to the manufacturer, the airfreight charges will be borne by the manufacturer. If the delay was caused by the Business, the airfreight charges will be borne by the Business.
- Administration costs primarily relate to labour costs, rent, depreciation and general office expenses. Administration costs are generally fixed or semi-fixed in nature and thus have been rising more slowly than revenue. Administration costs have been budgeted to rise sharply for the year ending 30 June 2006 due to the inclusion of significant costs for being a listed company. The costs include a significant number of trips by senior managers to Australia.
- Other operating expenses include professional fees, provisions for audit or other expenses, gains or losses from disposals and from foreign exchange movements. Thus other operating expenses do not track revenue and can be volatile. In 2002, other operating expenses were high as a result of the decision not to seek a listing on SGX after preparatory work had been completed. In 2003, other operating expenses were low due to gains from foreign exchange movements. In 2004, other operating expenses were higher due to a small foreign exchange loss. The Business primarily sells its apparel on a FOB basis. Thus the Business has not been directly affected by rising oil and transportation costs. Hedging contracts are effective at the date of inception and will continue to be monitored for effectiveness. Therefore, any movements in currency will be accounted for in accordance with the accounting policy for cash flow hedges included in section 7.8.

Earnings before Interest, Tax and Depreciation ("EBITDA")

Based on Pro Forma Historic Consolidated Income Statement
For the following periods (US$ million)

	Year ended 31-Dec 2002	Year ended 31-Dec 2003	Year ended 31-Dec 2004	for 6 months 30-Jun 2005	Forecast year ending 30-Jun 2006
Profit before Tax	4.09	7.38	9.45	3.87	10.37
Depreciation	0.34	0.49	0.67	0.36	0.86
Interest paid	0.08	0.16	0.30	0.48	0.60
EBITDA	4.51	8.03	10.42	4.71	11.83

Based on Pro Forma Historic Consolidated Income Statement
In A$ million assuming a rate of AUD/USD of 0.75
(The A$ numbers are for illustration purposes only. The reporting currency of GLG is US$)
For the following periods (A$ million)

	Year ended 31-Dec 2002	Year ended 31-Dec 2003	Year ended 31-Dec 2004	for 6 months 30-Jun 2005	Forecast year ending 30-Jun 2006
Profit before Tax	5.45	9.86	12.61	5.17	13.84
Depreciation	0.45	0.65	0.89	0.48	1.15
Interest Paid	0.11	0.21	0.40	0.63	0.80
EBITDA	6.01	10.72	13.90	6.28	15.79

Depreciation, which is part of administrative costs, has been rising due to the opening or enlargement of new offices and significant investment in computer software.

Financing costs relate to letter of credit charges, negotiation fees and costs relating to the discounting of trade receivables. Financing costs related to material purchases on behalf of the manufacturers are billed back to them. Sharply rising US interest rates and the desire to source from a wider pool of suppliers on letters of credit have resulted in the significant rise in financing costs. Financing costs are expected to rise further due to the need for more working capital to fund larger sales and also due to rising US interest rates.

Fed Fund Rates (average for period)

2002	2003	2004	6 months to 30 June 2005
1.67%	1.13%	1.35%	2.71%

Tax

During 2003, Ghim Li Global Pte Ltd, a major operating subsidiary of the Business in Singapore was awarded the Global Trader Programme ("GTP") tax status. This means that as long as Ghim Li Global Pte Ltd meets the revenue criteria, Ghim Li Global Pte Ltd will pay a flat rate tax of 10% on its profit before tax.

The Directors expect GLG to meet the GTP criteria in the forecast period.

7.4. Basis of Preparation of the Pro Forma Forecast Income Statement

Forecast Assumptions

The Directors have prepared the pro forma forecast financial information based on the economic conditions existing as at the date of the Prospectus, including a number of best estimate assumptions regarding future events. These events may not eventuate. The Directors believe that they have prepared the pro forma forecast financial information with due care and attention and consider all assumptions to be reasonable. The forecasts must be read in conjunction with the balance of the material in this Prospectus, particularly this section, section 11 "Risk Factors", and the report on Review of Directors Forecasts by Deloitte Corporate Finance Pty Limited contained in section 8.

The financial forecasts for the financial year ending 30 June 2006 reflect an assessment of what the Directors regard as the most likely operating and financial conditions, given present circumstances. The pro forma financial forecasts are based on a large number of assumptions, relating to future events and/or actions, which the Directors expect to take place. However, anticipated events and circumstances often do not occur as expected and, consequently, these events and/or actions may or may not take place. Accordingly, no guarantee or assurance is given that the financial forecasts will be achieved.

The material assumptions made by the Directors in preparing the pro forma financial forecasts are as follows:

General Assumptions:

- The Offer is fully subscribed and the proceeds have been received by 9 December 2005;
- There are no further significant ordinary shares issued during the year ending 30 June 2006 other than the additional Acquisition Shares that may be issued to the Vendor after the finalisation and audit of 30 June 2006 results if the NPAT target is reached for FY2006 as disclosed in section 3.1;
- There will be no significant changes in the competitive environment in which GLG operates or in the conduct of any major competitor during the forecast period other than those noted in this Prospectus;
- There are no significant acquisitions or disposals of businesses or assets during the forecast period, other than those contemplated in this Prospectus;
- There are no significant beneficial or adverse effects from changed economic conditions in the markets in which GLG operates other than those noted in this Prospectus;
- There are no significant industrial, contractual or political disturbances or disruptions impacting GLG or the markets in which it operates;
- There will be no significant changes in statutory, legal or regulatory requirements that would have a material effect on GLG's results;
- There will be no changes in applicable accounting standards that will have a material effect on GLG's results;
- Within the USA and major global economies, prevailing levels of growth, interest and inflation rates and consumer confidence continue throughout the forecast period;
- There will be no significant changes in the tax regimes in Singapore and in Australia, in particular, current corporate and withholding tax rates;
- There will be no significant turnover of key executives and staff during the forecast period;
- GLG is not and will not be a party to any significant litigation; and
- An average unhedged AUD/USD exchange rate of 0.75 and a SGD/USD exchange rate of 1.65.

Specific Assumptions:

Revenue

- The basis of GLG's revenue forecast is the consolidation of a separate forecast made for each of the Operating Companies. The basis of each Operating Company's revenue forecast is the aggregation of orders fulfilled plus orders-on-hand plus estimated and projected potential orders. Estimated and projected potential orders were done on a major customer basis, firstly on estimated dozens of garment orders and then on likely FOB price per dozen. The sales team used historic demand, trend, indicative demand and feedback from customer staff with which to estimate and project major customer demand;
- The revenue forecast assumes that GLG sells 5.2 million dozen (or about 62 million pieces) Garments at US$3.46 each plus GHz Technologies Pte Ltd software licensing revenues of about US$1 million;

Sales Trend by dozen and Achieved Average Price

	2002	2003	2004	6 months to 30 June 2005
Dozen (million)	3.5	3.9	4.6	2.1
Pieces (million)	42.5	46.8	54.9	25.5
Average price in US$	$3.61	$3.79	$3.67	$3.35
Average price in A$	A$4.81	A$5.05	A$4.89	A$4.47

Note:

There is significant seasonality in sales given that the average cost of summer clothes is lower than winter clothes and given that the main US garment purchases are in late summer and at Christmas

- Revenue growth for the forecast period has been assumed to be nearly 6.8% over 2004 revenues on the basis that current projected capacity will grow by at least 12%. This presumes that more than one shift can be operated if and when required. GLG compound annual revenue growth between 2002 and 2004 was 15%; and
- There will be no disruptions in production capacity.

Other Income

- There will be no change in rebate percentages, default of rent by tenants and ability to charge for samples; and
- There will be an increase in interest income originating from the long-term receivables arising from the reorganisation of Ghim Li Group Pte. Ltd. and the Restructure. The interest payable on this loan is 3-month SIBOR plus 100 basis points. The loan is repayable over the next three years and by end 2008. The monies arising from the repayment of the loan will be used as working capital to assist in the growth of the Business.

Operating Costs

- Gross margins will remain broadly consistent with those presently being achieved. Given the 90:10 Formula, it is likely that there will be no unexpected costs with respect to either making good the apparel so that they can be delivered or with respect to laboratory test fees or other such incidentals.
- Distribution costs are assumed to rise due to anticipation of more marketing expenses and in particular overseas trips to seek out more specialist retailers, to explore opportunities in Europe and a provision for airfreight charges.
- Administrative expenses are expected to rise primarily as a result of GLG being a listed public company. Provisions for an enlarged Board of Directors, more travel, an office in Sydney for investor relations, listing fees and other related expenses have been made;
- Depreciation has been based on historical rates and applied in accordance with the accounting policies set out in section 7.8; and
- Other operating expenses are expected to remain modest. GLG should not have any loss or gain on disposals as it does not anticipate disposing of any assets and given that the amount of foreign exchange loss or gains should diminish considerably as the Business has taken out significant currency hedges.

Financing and Cash Flow Assumptions

- Existing bank facilities which are secured by corporate and personal guarantees are assumed to remain in place for the duration of the forecast period.
- Interest bearing liabilities bear interest at US$ SIBOR plus 150 bps. US$ one month SIBOR is currently equivalent to about 4.2% per annum. Accordingly, the average interest rate payable by the Business is about 5.7% pa;
- Singapore corporation tax expense has been forecast at an effective rate of 22% for FY2006 and GTP effective tax rate will remain 10%. Tax rates in other jurisdictions do not impact GLG on a material level. With respect to other Business countries, the effective tax rate is assumed to be the relevant tax rate for that jurisdiction;
- Terms of trade, including timing of payments, with debtors, creditors and financiers are forecast to remain constant;

- Operating cash flows are forecast to exceed operating profit due to GLG's continued revenue growth and the change in policy which will see GLG issue letters of credit as opposed to funding fabric directly by way of trust receipts;
- Change in bills discounted from the current recourse to a non-recourse basis;
- No significant capital expenditure except for what has been noted in section 3.6; and
- A dividend will be paid in accordance with the payout policy described in this Prospectus in section 3.9.

The Directors of GLG have given all due care and attention to the forecasts before their adoption, but forecasts are, by their nature, subject to uncertainty and unexpected events, many of which are beyond the control of the Directors. Accordingly, the Directors' assessment of the forecasts may vary materially from the actual results and there can be no guarantee or assurance that the forecasts will be achieved.

7.5. Sensitivity Analysis

The forecast financial information has been based on certain economic and business assumptions about future events. The forecast EBITDA is sensitive to movements in a number of key variables.

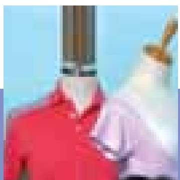
The table below shows a summary of the sensitivity of the forecast EBITDA and NPAT to a number of key variables. They have been calculated to demonstrate the financial effect on earnings of changes in the specified variables for the year ending 30 June 2006.

Assumption	Base Assumption	Change in Assumption	Impact on FY06 forecast EBITDA	Impact on NPAT attributable to shareholders
Dozens ordered or delivered	5.2 million	+/- 5%	+/-US$1.10m	+/-US$0.97m
Average Price of Garment	US$3.45	+/- 5%	+/-US$1.11m	+/-US$0.98m
Selling & Distribution Costs	US$1.26 million	+/- 5%	+/-US$0.07m	+/-US$0.07m
Administration Expenses	US$9.70 million	+/- 5%	+/-US$0.44m	+/-US$0.43m
SGD/USD exchange rate	US$1 = SGD$1.65	+ 5%	+US$0.62m	+US$0.59m
SGD/USD exchange rate	US$1 = SGD$1.65	- 5%	-US$0.69m	-US$0.66m

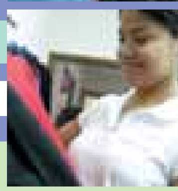
The most sensitive variables are those related to revenues. A +/- 5% change in volume (dozens ordered to delivered) or a +/- 5% change in value (average price of apparel) will alter NPAT by about +/- 11.83%. Gross profit margins are only slightly affected as such margins are largely determined and anchored by the 90:10 Formula.

Changes in costs has a direct impact on NPAT. A +/- 5% change in administrative expenses results in a +/- 5.8% change in net profit after tax.

If there were any significant changes in these variables, GLG would endeavour to minimise any adverse effect on profitability.





7.6. Historical and Pro Forma Balance Sheet

Historical and Pro Forma Balance Sheet (US$ million)

As at 30 June 2005 and adjusted for the proposed capital raising

	Operating Companies post consolidation	Capital Raised and applied[1]	Consolidated accounts post capital raising
Current Assets			
Cash	2.01	10.52	12.53
Trade Receivables	10.70		10.70
Advances, prepayments & other receivables	1.04		1.04
Inventory	1.48		1.48
	15.23		25.75
Non-Current Assets			
Fixed assets	1.85		1.85
Intellectual property and other Intangible assets	0.53		0.53
Long term receivables	6.80		6.80
	9.18		9.18
Total Assets	**24.41**		**34.93**
Current Liabilities			
Accounts payable	2.67		2.67
Bills payable and Trust Receipts	15.05		15.05
Other creditors and accruals	0.62		0.62
Hedging	0.33		0.33
Overdraft	1.40		1.40
Bank loans due within 1 year	0.31		0.31
Hire purchase due within 1 year	0.40		0.40
Provision for tax	0.65		0.65
	21.43		21.43
Non-Current Liabilities			
Bank loans due after 1 year	1.36		1.36
Hire purchase due after 1 year	1.41		1.41
Deferred Tax	0.17		0.17
	2.94		2.94
Total Liabilities	24.37		24.37
Shareholder's Funds			
Share capital	-	-	-
Other contributed equity	-	10.52	10.52
Revenue reserve	0.37		0.37
Capital reserve	(0.33)		(0.33)
Total Shareholder's Funds	**0.04**		**10.56**
Total Equity and Liabilities	**24.41**		**34.93**

Note:

1. *The application of the net funds from the proceeds of this Offer will be applied as set out in section 3.6. All funds raised in the Pro Forma Balance Sheet have been applied to cash due to the time frame required to expend funds on capital expenditure as detailed in section 3.6. It has been assumed the maximum proceeds will be received.*

Historical and Pro Forma Balance Sheet
In A$ million at a AUD/USD exchange rate of 0.75
(For illustration purposes only. The reporting currency of GLG is the US$)
As at 30 June 2005 and adjusted for the proposed capital raising

	Operating Companies post consolidation	Capital Raised and applied	Consolidated accounts post capital raising
Current Assets			
Cash	2.68	14.03	16.71
Trade Receivables	14.27		14.27
Advances, prepayments & other receivables	1.39		1.39
Inventory	1.98		1.97
	20.32		34.34
Non-Current assets			
Fixed assets	2.47		2.47
Intellectual property	0.71		0.71
Long term receivables	9.06		9.07
	12.24		12.25
Total Assets	**32.56**		**46.59**
Current Liabilities			
Accounts payable	3.56		3.56
Bills payable and Trust Receipts	20.07		20.07
Other creditors and accruals	0.83		0.83
Hedging	0.44		0.44
Overdraft	1.87		1.87
Bank loans due within 1 year	0.41		0.41
Hire purchase due within 1 year	0.53		0.53
Provision for tax	0.87		0.87
	28.58		28.58
Non-Current Liabilities			
Bank loans due after 1 year	1.81		1.81
Hire purchase due after 1 year	1.88		1.88
Deferred Tax	0.24		0.24
	3.93		3.93
Total Liabilities	32.51		32.51
Shareholder's Funds			
Share capital	-	-	-
Other contributed equity	-	14.03	14.03
Revenue reserve	0.49		0.49
Capital reserve	(0.44)		(0.44)
Total Shareholder's Funds	**0.05**		**14.08**
Total Equity and Liabilities	**32.56**		**46.59**

7.7 Management Discussion on the Balance Sheet

Trade Receivables

Trade receivables are net trade receivables. The reconciliation between gross and net receivables as set out below.

Trade Receivables (US$ million)
As at 30 June 2005

Trade Receivables	
From third parties	17.67
From GLIT group	15.27
	32.94
Less	
Payable to GLIT group	(2.69)
Bills Payable	(6.97)
Trust Receipts related to GLIT	(12.58)
	10.70

GLIT offsets: Presently and reflected in the Balance Sheet at 30 June 2005 when GLIT buys fabric from textile mills the Business issues a letter of credit on their behalf. In order to maximize the discounts available, the Business converts for GLIT the letter of credit it has issued into a Trust Receipt. The Bank will immediately pay the textile mill. After completion of the apparel order, GLIT invoices the Business and a trade payable is recorded. The Business immediately has a legally enforceable right to offset the amount owed by GLIT and settle the balance, if any, with GLIT on a net basis. The offset takes place between 90 days to 120 days depending on the date of maturity of the Trust Receipt.

Third Party offsets: When the Business receives an order from a customer it either receives a letter of credit or an open account for the customer. Upon completion of the order, the Business converts this letter of credit or open account into a bill payable with a bank. The Business will then use the cash to pay its creditors. When the letter of credit matures or the customer pays off the open account, the bank will off-set funds from third party trade receivable against bills payables.

In Singapore trust receipts and bills payable are used as they are cost effective. In commercial terms, such amounts owing to financial institutions are substitutes for amounts payable to third parties or amounts receivable from third parties. It also explains why receivables, payables and inventory appear low.

Inventory

Inventory includes goods that have been received by GLG at 30 June 2005 but which had not been booked out to customers and a small amount of fabric transferred by GLG for strategic reasons which include anticipating a significant order from a customer or to ensure against a short fall or timing discrepancy.

Intellectual Property

Intellectual property includes an investment in manufacturing and RFID line balancing software that GLG believes will be essential to the way they monitor and control their apparel manufacturers in the future.

Long-Term Receivable

The long-term receivable is an amount owed by GLIT Holdings Pte Ltd to the Business arising from the sale of GLIT during the restructure of Ghim Li Group Pte. Ltd. The amount is repayable within 3 years starting 1 January 2006. GLIT is charged commercial rates of interest on the amount owed, based on SIBOR. GLIT Holdings Pte Ltd may repay the monies early without penalty. Ghim Li Group Pte. Ltd. has guaranteed the repayment in the event of a default by GLIT Holdings Pte Ltd.

Trust Receipts and Bills Payable

These instruments are used because they are a cost efficient way of funding working capital. In commercial terms, a significant part of the Trust Receipts is not ‘debt’ such as overdrafts, bank loans and other loans. This is because they represent a discounted form of supplier credit. That is to say, the Business allows what it owes to suppliers to be changed so that the amount is owed to a bank instead. In this way, the supplier gets funds earlier and the Business gets better prices on fabric and apparel that it can pass on to customers. This also explains why accounts payable is so low and equivalent to only about 10 days.

In commercial terms, a significant part of Bills Payable is not ‘debt’ such as overdrafts, bank loans and other loans. This is because they are receivables that are paid for by the banks. They differ from factoring in that percentage payable is very high (in excess of 99.5%) and that several banks have now indicated that in the future they will buy over the receivable on a non-recourse

basis, meaning that in the event a customer defaults, the banks cannot claim the short fall against GLG.

The Business currently has bills payable, trust receipt and letter of credit lines in excess of US$70 million with major banks such as HSBC, Standard Chartered Bank, Citibank and others.

Foreign Exchange Hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are deferred in equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss. Amounts deferred in equity are transferred to in profit or loss in the periods when the hedged item is recognised in profit or loss. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset or liability.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. At that time, any cumulative gain or loss deferred in equity remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was deferred in equity is recognised immediately in profit or loss.

Accounting for the Offer

In the pro forma balance sheet, it was assumed that the full amount of the Offer had been received. This amount, net of expenses, has been treated as cash prior to its application as detailed in the Use of Proceeds in section 3.6.

AASB 3 Business Combinations states that “when a new entity is formed to issue equity instruments to effect a business combination, one of the combining entities that existed before the combination shall be identified as the acquirer on the basis of the evidence available”. This is commonly referred to as “reverse acquisition accounting”. This differs from the method of acquisition accounting under previous Australian GAAP, by which the legal entity that acquires the other combining entities (“the Legal Parent”) would always be identified as the acquirer.

GLG Corp Ltd is the Legal Parent. It will acquire the shares in the entities comprising the Group. The Board of Directors of GLG will ultimately direct the financial and operating policies of the Group and shareholders of GLG will obtain the benefits of the Group’s activities.

However, as GLG is a newly formed entity and as it is issuing shares to effect the business combination, the Directors are of the opinion that, in accordance with the requirements of AASB 3, GLG cannot be identified as the acquirer. Consequently, one of the combining entities that existed before the combination has to be identified as the acquirer.

In the opinion of the Directors, the acquirer is considered to be the Business. This conclusion is based on an assessment of the relative fair values of the various combining entities.

In its financial statements for the year ending 30 June 2006, the Group will present company (Legal Parent) financial information for GLG and consolidated financial information for the Business and its controlled entities. The controlled entities of the Business are deemed to be all other combining entities of the Group, including GLG.

7.8. Summary of Relevant Accounting Policies

Basis of Accounting

The financial information has been drawn up in accordance with the historical cost convention and is prepared in accordance with the recognition and measurement requirements of Australian equivalents to International Financial Reporting Standards (A-IFRS), as if GLG had been structured then, as they will be, after the Acquisition.

Basis of Consolidation

The consolidated financial information incorporates the financial information of GLG and enterprises controlled by GLG (its subsidiaries). Control is achieved when GLG has the power to govern the financial and operating policies of an investee enterprise so as to obtain benefits from its activities.

Where necessary, adjustments are made to the financial information of subsidiaries to bring the accounting policies used in line with those used by other members of the Operating Companies. All significant inter-company transactions and balances between Business enterprises are eliminated in full on consolidation.

Financial Assets

The Business' and Vendor's principal financial assets are cash and bank balances, fixed deposits with financial institutions, trade and other receivables. Trade and other receivables are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts.

Financial Liabilities and Equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into.

Significant financial liabilities include bank overdrafts, bills payable and trust receipts, trade and other payables, bank loans and finance lease obligations.

Bank overdrafts, bills payable and trust receipts are recorded at the proceeds received, net of direct issue costs. Trade and other payables are stated at their nominal value.

The accounting policy adopted for finance lease obligations is outlined below.

Finance charges are accounted for on an accrual basis and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

Dividends on ordinary shares are recognised in shareholders' equity in the period in which they are declared.

Equity instruments are recorded at the fair value of the consideration received, net of direct issue costs.

US$	**30 Jun 2005**			
	Within 1 year $'000	**Within 1 to 5 years $'000**	**After 5 years $'000**	**Average Interest Rate**
Current interest-bearing liabilities Secured:				
Bank overdrafts (i)	1.40	-	-	US prime rate + 1%
Trust receipts – not offsettable (i)	15.05	-	-	1 mth SIBOR + (1%-1.75%)
– offsettable (i)	12.58	-	-	1 mth SIBOR + (1%-1.75%)
Bills of exchange (i) – offsettable	6.97	-	-	1 mth SIBOR + (1%-1.75%)
Loans from:				
Term loans (ii) (iii)	0.31	1.36	-	5.7%
Finance lease liabilities (iii)	0.40	1.34	0.07	7.2%
Loan to:				
Other Entities	-	6.80 (iv)	-	3 mth SIBOR + 1%
Trade Receivables - Related Parties	3.66	-	-	NA (v)

(i) Secured by corporate guarantee from Ghim Li Group Pte. Ltd. and Ghim Li Holdings Co. Pte Ltd; Joint and several personal guarantees.

(ii) The bank loan is repayable by 60 monthly installment of US$36,553 commencing March 2005. The average effective interest rate charge is 7.9172% per annum.

(iii) Secured by corporate guarantee from Ghim Li Group Pte. Ltd. and Ghim Li Holdings Co. Pte Ltd and personal guarantees.

(iv) Secured by corporate guarantee by Ghim Li Group Pte. Ltd.

(v) Arises from normal trade terms and represent account receivables.

	30 Jun 2005			
	Within 1 year $'000	**Within 1 to 5 years $'000**	**After 5 years $'000**	**Interest Payable**
Operating Leases on Building	0.95	4.17	3.9	NA

Hire Purchase Creditors

Terms	As at 30 June 2005 (millions)	
	US$	A$
Within 1 year	0.40	0.53
1 – 5 years	1.34	1.79
5+ years	0.07	0.09

Term Loans

Terms	As at 30 June 2005 (millions)	
	US$	A$
Within 1 year	0.31	0.41
1 – 5 years	1.36	1.81

Forward foreign exchange contracts

It is the policy of the consolidated entity to enter into forward foreign exchange contracts to cover specific foreign currency payments within 50% to 100% of the exposure generated.

The following table details the forward foreign currency contracts outstanding as at reporting date:

Outstanding contracts	Average exchange rate 2005	Principal amount 2005 $'000
Sell US Dollars		
Less than 3 months	1.643	7,500
3 to 6 months	1.646	7,500
Longer than 6 months	-	-
		15,000

Other Investments

Investments held for the long term are stated at cost less any impairment in net recoverable value.

Inventories

Inventories are measured at the lower of cost (First-In First-Out method) and net realisable value. Cost includes all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price less all estimated costs to completion and costs to be incurred in marketing, selling and distribution. Provision is made where necessary for obsolete, slow-moving and defective inventories.

Property, Plant and Equipment

Property, plant and equipment is carried at cost less accumulated depreciation and any impairment loss where the recoverable amount of the asset is estimated to be lower than its carrying amounts.

The gain or loss arising on the disposal or retirement of an asset determined as the difference between the sales proceeds and the carrying amount of the asset, is recognised as income.

Depreciation is charged so as to write-off the cost of assets, other than construction-in-progress, over their estimated useful lives, using the straight-line method, on the following bases:

Buildings on freehold land	-	50 years
Leasehold properties and renovations	-	over terms of lease from 5 to 10 years
Plant and machinery	-	5 to 10 years
Furniture, fittings and office equipment	-	3 to 10 years
Motor vehicles	-	5 years

No depreciation is provided on construction-in-progress.

Fully depreciated assets still in use are retained in the financial statements.

Assets held under finance lease are depreciated over their expected useful lives on the same basis as owned assets or, when shorter, the term of the relevant leases.

Impairment of Assets

At each balance sheet date, the Business reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Business and the Vendor estimate the recoverable amount of the cash-generating unit to which the asset belongs. Recoverable amount is the greater of net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using the pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset/cash generating unit is estimated to be less than its carrying amount, the carrying amount of the asset/cash-generating unit is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately.

When an impairment loss subsequently reverses, the carrying amount of the asset/cash generating unit is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset/cash generating unit in prior years. A reversal of an impairment loss is recognised as income immediately.

Provisions

Provisions are recognised when the Business has a present obligation as a result of a past event where it is probable that such obligation will result in an outflow of economic benefits that can be reasonably estimated.

Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets at their fair values, if lower, at the present value of the minimum lease payment, determined at the inception of the lease. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against income, unless they are directly attributable to qualifying assets.

Rentals payable under operating leases are charged to income on a straight-line basis over the term of the relevant lease.

Revenue Recognition

Revenue from the sale of goods is recognised when significant risks and rewards of ownership are transferred to the buyer and the amount of revenue and cost of the transaction can be measured reliably.

Revenue from the rendering of services that are of a short duration is recognised when the services are completed.

Interest income is accrued on a time proportionate basis, by reference to the principal outstanding and at the interest rate applicable on an effective yield basis.

Dividend income from investments is recognised when the right to receive payment has been established.

Related Party Transactions

The Restructure has an effective date of 1 July 2005 in the contract. Notwithstanding that legal title to half of the companies comprising GLIT has not been transferred to GLIT Holdings Pte Ltd from the Vendor, the economic benefit of all of the companies comprising GLIT has been transferred to GLIT Holdings Pte Ltd effective 1 July 2005.

The Vendor owns 2 manufacturing subsidiaries in addition to GLIT, namely PT Best Apparel Bintan and Polly Apparel Pte. Ltd. Ghim Li Global Pte Ltd has contracted with these 2 manufacturing subsidiaries to manufacture apparel. As at 31 August 2005, the amounts paid by Ghim Li Global Pte Ltd were as follows:

- PT Best Apparel Bintan – US$0.7 million; and
- Polly Apparel Pte. Ltd. – US$0.6 million.

The Vendor has advised the Directors that should PT Best Apparel Bintan or Polly Apparel Pte. Ltd. develop significant operations the Vendor intends to transfer ownership of them to GLIT Holdings Co. Pte Ltd.

Retirement Benefit Costs

Payments to defined contribution retirement benefit plans (including state-managed retirement benefit schemes) are charged as an expense when incurred.

Employee Leave Benefits

Employee benefits to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Foreign Currency Transactions and Translation

The financial information of the Operating Companies is prepared in their respective measurement currencies. Transactions arising in currencies other than in the measurement currency are converted at rate of exchange approximating those ruling at transaction dates. Monetary assets and liabilities, denominated in currencies other than in the measurement currency, which remain outstanding at the balance sheet date are converted at rates of exchange approximating to those ruling at that date. Exchange differences are taken up to the profit and loss statement.

For the inclusion in the consolidated financial information, the assets and liabilities of foreign subsidiaries are translated into United States dollars, at the exchange rates prevailing on balance sheet date, and the profit and loss items, at the average exchange rates for the year. Exchange differences arising on translation are taken directly to currency translation reserve.

Income Tax

Tax expense is determined on the basis of tax effect accounting, using the liability method, and it is applied to all significant temporary differences arising between the carrying amount of assets and liabilities in the financial information and the corresponding tax bases used in the computation of taxable profit.

Deferred tax assets and liabilities are measured using the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantially enacted by the balance sheet date. Deferred tax is charged or credited to the income statement.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same tax authority.

Share Capital

The number of ordinary shares on issue after the Offer will be 74,100,000 with an additional 6.5 million Shares to be issued in June 2006 contingent on the company meeting its profit forecast. There will only be one class of shares on issue and all such shares will be fully paid.

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The Directors
GLG Corp Ltd
Level 5, 33 York Street
Sydney NSW 2000

9 November 2005

Dear Sirs

Investigating Accountants' Report on Pro Forma Financial Information

Introduction

We have prepared this Investigating Accountants' Report for inclusion in a Prospectus to be dated on or about 9 November 2005 regarding the initial public offering ("Offer") of between 8.2 and 15.6 million shares in GLG Corp Ltd ("the Company" or "GLG"), a company which is intended to be listed on the Australian Stock Exchange. The net proceeds raised pursuant to the Offer will be used for a number of specific purposes and general working capital.

References to the Company and other terminology used in this report have the same meaning as defined in the Glossary of the Prospectus in which this report appears.

Background

The Company was incorporated in Australia on 12 October 2005. It was established by Ghim Li Group Pte Ltd ("the Vendor"), for the purposes of acquiring the supply chain management business in the apparel industry ("the Business") currently operated by the Vendor. The Business is currently operated by the Vendor through Ghim Li International (S) Pty Ltd. Details of the acquisition are contained in section 3 of the Prospectus.

Our report relates to certain pro forma financial information disclosed in the Prospectus, as follows:

- Section 7.1 of the Prospectus sets out the Pro Forma Consolidated Income Statements for the Company for the years ended 31 December 2002, 2003 and 2004 and for the six months ended 30 June 2005. This section of the Prospectus also includes certain forecast financial information and commentary contained in section 7.1.2 ("Excluded Information") that does not form part of our report and, accordingly, we express no opinion or statement on the Excluded Information in this report.
- Section 7.2 of the Prospectus sets out certain pro forma adjustments which have been applied to the Consolidated Income Statements of the Company for the years ended 31 December 2002, 2003 and 2004 and for the six months ended 30 June 2005 to determine the Pro Forma Consolidated Income Statements of the Company. These pro forma adjustments have been

made to present the historical financial information on a basis consistent with the ongoing business to be conducted by the Company.

- Section 7.6 of the Prospectus sets out the Historical Consolidated Balance Sheet of the Company as at 30 June 2005 together with pro forma transactions reflected to present a Pro Forma Consolidated Balance Sheet of the Company as at 30 June 2005 assuming completion of the maximum subscription included in this Prospectus as at that date. This section of the Prospectus also includes certain commentary contained in section 7.7 ("Excluded Information") that does not form part of our report and, accordingly, we express no opinion or statement on the Excluded Information in this report.
- Section 7.8 of the Prospectus sets out a Summary of Relevant Accounting Policies used in the preparation of all of the financial information disclosed in the Prospectus including but not limited to the financial information which is the subject of this report.

Scope

You have requested that Deloitte Touche Tohmatsu prepare an Investigating Accountants' Report reviewing the following financial information prepared in accordance with the relevant accounting policies set out in Section 7.8 of the Prospectus:

(a) The Pro Forma Consolidated Income Statements of the Company for the three years ended 31 December 2004 and for the six months ended 30 June 2005 as set out in Section 7.1 of the Prospectus after adjustment for the one-off and non recurring items disclosed in Section 7.2 of the Prospectus; and

(b) The Pro Forma Consolidated Balance Sheet of the Company as at 30 June 2005 as set out in Section 7.6 of the Prospectus which assumes completion of the proposed Pro Forma transactions as at that date.

Together we refer to the above hereafter as the "Pro Forma Financial Information".

Deloitte Touche Tohmatsu (Australia) is the auditor of the Company and Deloitte & Touche (Singapore) is auditor of the Vendor of the Business. The Pro Forma Consolidated Income Statements of the Company for the years ended 31 December 2002, 2003 and 2004 set out in Section 7.1 of the Prospectus have been extracted from the audited financial statements of the Business for the years ended 31 December 2002, 2003 and 2004. The Pro Forma Consolidated Income Statement of the Company for the six months ended 30 June 2005 set out in Section 7.1 of the Prospectus has been extracted from the reviewed financial statements of the Business for the six months ended 2005 as reviewed by Deloitte Touche Tohmatsu (Australia). The Pro Forma Consolidated Balance Sheet of the Company as at 30 June 2005 set out in Section 7.6 of the Prospectus has been extracted from the reviewed financial statements of the Business for the six months ended 2005 as reviewed by Deloitte Touche Tohmatsu (Australia). The audit reports on the Business's financial statements for the years ended 31 December 2002, 2003 and 2004 and the review report on the Business's financial statements for the 6 months ended 30 June 2005 were all unqualified.

The Directors of the Company are responsible for the preparation of the Pro Forma Financial Information, which has been prepared in accordance with the recognition and measurement principles in Accounting Standards, other mandatory professional reporting requirements in Australia and the accounting policies set out in Section 7.8 of the Prospectus.

In our role as Investigating Accountants, we have reviewed the Pro Forma Financial Information in order to state whether, on the basis of the procedures described, anything has come to our attention which would indicate that the Pro Forma Financial Information is not presented fairly in accordance with the recognition and measurement principles in Accounting Standards, other mandatory professional reporting requirements in Australia and the accounting policies set out in Section 7.8 of the Prospectus.

Our review of the Pro Forma Financial Information has been conducted in accordance with Australian Auditing Standard AUS 902 "Review of Financial Reports". We made such enquiries and performed such procedures as we, in our professional judgement, considered reasonable in the circumstances including:

- Analytical procedures applied to the consolidated income statements of the Company for the relevant historical period;
- Review of work papers, accounting records and other documents;
- Review of the workpapers and discussions with the auditors of the Business;
- A review of the proforma transactions reflected in the Pro Forma Consolidated Balance Sheet of the Company set out in Section 7.6 of the Prospectus;
- A review of the proforma adjustments reflected in the Pro Forma Consolidated Income Statements of the Company set out in Section 7.2 of the Prospectus;
- A comparison of consistency in the application of the recognition and measurement principles in Accounting Standards, other mandatory professional reporting requirements and the accounting policies adopted by the Company and set out in Section 7.8 of the Prospectus; and
- Interviews with and enquiries of the management and the Directors of the Company and its advisors.

These procedures do not provide all of the evidence that would be required in an audit and thus the level of assurance is less than given in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

Statement

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that:

- the Pro Forma Consolidated Income Statements as set out in Section 7.1 of the Prospectus after adjustment for the one-off and non recurring items disclosed in Section 7.2 of the Prospectus does not present fairly the pro forma historical financial performance of the Company for the three years ended 31 December 2002, 2003 and 2004 and for the six months ended 30 June 2005; and
- the Pro Forma Consolidated Balance Sheet as set out in Section 7.6 does not present fairly the pro forma financial position of the Company as at 30 June 2005 assuming completion of the maximum subscription and pro forma transactions as at that date

in accordance with the recognition and measurement principles prescribed in Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by the Company described in Section 7.8 of the Prospectus.

Subsequent Events

Apart from the matters dealt with in this report, and having regard to the scope of our report, to the best of our knowledge and belief no material transactions or events outside of the ordinary course of business of the Company have come to our attention that would require comment on, or adjustment to, the information in our Report or that would cause such information to be misleading or deceptive.

Yours faithfully

Deloitte Touche Tohmatsu

L.T. Cox
Partner
Hobart

Deloitte.

Note: This report consists of both a Financial Services Guide and a Review of Directors' Forecasts

Deloitte Corporate Finance Pty Limited
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Part 1 - Financial Services Guide

9 November 2005

What is a Financial Services Guide?

This Financial Services Guide (FSG) is an important document whose purpose is to assist you in deciding whether to use any of the general financial product advice provided by Deloitte Corporate Finance Pty Limited (ABN 19 003 833 127). The use of "we", "us" or "our" is a reference to Deloitte Corporate Finance Pty Limited as the holder of Australian Financial Services Licence (AFSL) No. 241457. The contents of this FSG include:

- who we are and how we can be contacted
- what services we are authorised to provide under our AFSL
- how we (and any other relevant parties) are remunerated in relation to any general financial product advice we may provide
- details of any potential conflicts of interest
- details of our internal and external dispute resolution systems and how you can access them.

Information about us

We have been engaged by the Directors of GLG Corp Ltd to give general financial product advice in the form of a report to be provided to you in connection with the issue of shares in GLG Corp Ltd. You are not the party or parties who engaged us to prepare this report. We are not acting for any person other than the party or parties who engaged us. We are required to give you an FSG by law because our report is being provided to you. You may contact us using the details located above.

Deloitte Corporate Finance Pty Limited is ultimately owned by the Australian partnership of Deloitte Touche Tohmatsu. The Australian partnership of Deloitte Touche Tohmatsu and its related entities provide services primarily in the areas of audit, tax, consulting, and financial advisory services. Our directors may be partners in the Australian partnership of Deloitte Touche Tohmatsu.

The Australian partnership of Deloitte Touche Tohmatsu is a member firm of the Deloitte Touche Tohmatsu Verein. As the Deloitte Touche Tohmatsu Verein is a Swiss Verein (association), neither it nor any of its member firms has any liability for each other's acts or omissions. Each of the member firms is a separate and independent legal entity operating under the names "Deloitte," "Deloitte & Touche," "Deloitte Touche Tohmatsu," or other related names.

The financial product advice in our report is provided by Deloitte Corporate Finance Pty Limited and not by the Australian partnership of Deloitte Touche Tohmatsu, its related entities, or the Deloitte Touche Tohmatsu Verein.

We do not have any formal associations or relationships with any entities that are issuers of financial products. However, you should note that we and the Australian partnership of Deloitte Touche Tohmatsu (and its related bodies corporate) may from time to time provide professional services to financial product issuers in the ordinary course of business.

What financial services are we licensed to provide?

The AFSL we hold authorises us to provide the following financial services to both retail and wholesale clients:

- to provide general financial product advice in respect of:
  - debentures, stocks or bonds to be issued or proposed to be issued by a government
  - interests in managed investment schemes including investor directed portfolio services
  - securities.
- to deal in a financial product by arranging for another person to apply for, acquire, vary or dispose of financial products in respect of:
  - debentures, stocks or bonds issued or to be issued by a government
  - interests in managed investment schemes including investor directed portfolio services
  - securities.

Information about the general financial product advice we provide

The financial product advice provided in our report is known as "general advice" because it does not take into account your personal objectives, financial situation or needs. You should consider whether the general advice contained in our report is appropriate for you, having regard to your own personal objectives, financial situation or needs.

If our advice is being provided to you in connection with the acquisition or potential acquisition of a financial product issued another party, we recommend you obtain and read carefully the relevant offer document provided by the issuer of the financial product. The purpose of the offer document is to help you make an informed decision about the acquisition of a financial product. The contents of the offer document will include details such as the risks, benefits and costs of acquiring the particular financial product.

How are we and our employees remunerated?

Our fees are usually determined on an hourly basis; however they may be a fixed amount or derived using another basis. We may also seek reimbursement of any out-of-pocket expenses incurred in providing the services.

Fee arrangements are agreed with the party or parties who actually engage us, and we confirm our remuneration in a written letter of engagement to the party or parties who actually engage us.

Neither Deloitte Corporate Finance Pty Limited nor its directors and officers, nor any related bodies corporate or associates and their directors and officers, receives any commissions or other benefits, except for the fees for services rendered to the party or parties who actually engage us. Our fee is $170,000 and will also be disclosed in the relevant PDS or offer document prepared by the issuer of the financial product.

All of our employees receive a salary. Our employees are eligible for annual salary increases and bonuses based on overall performance but do not receive any commissions or other benefits arising directly from services provided to you. The remuneration paid to our directors reflects their individual contribution to the company and covers all aspects of performance. Our directors do not receive any commissions or other benefits in connection with our advice.

We do not pay commissions or provide other benefits to other parties for referring prospective clients to us.

Responsibility

The liability of Deloitte Corporate Finance Pty Limited is limited to the contents of this FSG and our report referred to in this FSG.

What should you do if you have a complaint?

If you have any concerns regarding our report, you may wish to advise us. Our internal complaint handling process is designed to respond to your concerns promptly and equitably. Please address your complaint in writing to:

The Complaints Officer
Practice Protection Group
PO Box N250
Grosvenor Place
Sydney NSW 1220

If you are not satisfied with the steps we have taken to resolve your complaint, you may contact the Financial Industry Complaints Service ("FICS"). FICS provides free advice and assistance to consumers to help them resolve complaints relating to members of the financial services industry.Complaints may be submitted to FICS at:

Financial Industry Complaints Service
PO Box 579
Collins Street West
Melbourne VIC 8007
Telephone: 1300 780 808
Fax: +61 3 9621 2291
Internet: http://www.fics.asn.au

If your complaint relates to the professional conduct of a person who is a Chartered Accountant, you may wish to lodge a complaint in writing with the Institute of Chartered Accountants in Australia ("ICAA"). The ICAA is the professional body responsible for setting and upholding the professional, ethical and technical standards of Chartered Accountants and can be contacted at:

The Institute of Chartered Accountants
GPO Box 3921
Sydney NSW 2001
Telephone: +61 2 9290 1344
Fax: +61 2 9262 1512

Specific contact details for lodging a compliant with the ICAA can be obtained from their website at http://www.icaa.org.au/about/index.cfm.

The Australian Securities and Investments Commission ("ASIC") regulates Australian companies, financial markets, financial services organisations and professionals who deal and advise in investments, superannuation, insurance, deposit taking and credit. Their website contains information on lodging complaints about companies and individual persons and sets out the types of complaints handled by ASIC. You may contact ASIC as follows:

Info line: 1 300 300 630
Email: infoline@asic.gov.au
Internet: http://www.asic.gov.au/asic/asic.nsf

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The Directors
GLG Corp Ltd
Level 5, 33 York Street
Sydney NSW 2000

9 November 2005

Dear Sirs

REVIEW OF DIRECTORS' PRO FORMA FINANCIAL FORECAST

Introduction

This report has been prepared at the request of the Directors of GLG Corp Ltd ("the Company") for inclusion in a Prospectus to be issued by the Company in respect of the offer of approximately 15,600,000 ordinary shares at $1 each. Deloitte Corporate Finance Pty Limited is wholly owned by Deloitte Touche Tohmatsu and holds the appropriate Australian Financial Services licence for the issue of this report.

References to the Company and other terminology used in this report have the same meaning as defined in the Glossary of the prospectus.

The Directors are solely responsible for the preparation and presentation of the pro forma financial forecast of the Company for the year ending 30 June 2006 as set out in Section 7 of the Prospectus ("the Forecast") and the information contained therein, including the assumptions on which it is based.

Scope of Report

This report has been prepared having regard to the guidance set out in AGS 1062 "Reporting in Connection with Proposed Fundraisings", PS 170 "Prospective Financial Information" and AUS 804 "The Audit of Prospective Financial Information".

We have reviewed the Forecast together with the assumptions on which the Forecast is based as set out in Section 7.4 of the Prospectus in order to give a statement thereon to the Directors of the Company.

Our review of the Forecast has been conducted in accordance with AUS 902 "Review of Financial Reports" applicable to review engagements. Our review consisted primarily of enquiry, comparison, and analytical review procedures including discussions with management and Directors of the Company of the factors considered in determining their assumptions. Our procedures included examination, on a test basis, of evidence supporting the assumptions, amounts and other disclosures in the Forecast and the evaluation of accounting policies used in the Forecast.

These procedures have been undertaken in order to state whether anything has come to our attention, which causes us to believe that:

i) the Directors' best-estimate assumptions do not provide reasonable grounds for the preparation of the Forecast

ii) in all material respects, the Forecast is not properly compiled on the basis of the Directors' best-estimate assumptions, consistent with the accounting policies adopted and used by the Company and in accordance with applicable Australian equivalents to the International Financial Reporting Standards and mandatory professional reporting requirements

iii) the Directors' Forecast is not based on reasonable grounds.

Our review is substantially less in scope than an audit examination conducted in accordance with Australian Auditing Standards and provides less assurance than an audit. In addition, prospective financial information, such as the Forecast, relates to events and actions that have not yet occurred and may not occur. While evidence may be available to support the assumptions on which the Forecast is based, those assumptions are generally future-orientated and therefore speculative in nature. Accordingly, actual financial performance may vary from the prospective financial information presented in the Prospectus and such variations may be material.

Directors' Financial Forecast

The Forecast has been prepared by management and adopted by the Directors in order to provide prospective investors with a guide to the potential financial performance of the Company for the year ending 30 June 2006. There is a considerable degree of subjective judgement involved in preparing forecasts. The underlying assumptions are also subject to uncertainties and contingencies which are often outside the control of the Company. The Directors' Forecast has been prepared using assumptions summarised in the Prospectus which are based on best-estimate assumptions relating to future events that management expect to occur and actions that management expect to take.

The sensitivity analysis set out in Section 7.5 of the Prospectus demonstrates the impacts on the forecast financial performance of changes in key assumptions. The prospective financial information is therefore only indicative of the financial performance which may be achievable.

Prospective investors should be aware of the material risks and uncertainties relating to an investment in the Company, which are detailed in the Prospectus, and the inherent uncertainty relating to the prospective financial information.

Statement

Based on our review of the Forecast, nothing has come to our attention which causes us to believe that:

i) the Directors' best-estimate assumptions, as set out in the Prospectus, do not provide reasonable grounds for the preparation of the Forecast

ii) the Forecast is not properly compiled on the basis of the Directors' best-estimate assumptions, consistent with the accounting policies adopted and used by the Company and in accordance with applicable Australian equivalents to the International Financial Reporting Standards and mandatory professional reporting requirements

iii) the Directors' Forecast is not based on reasonable grounds.

Actual financial performance is likely to be different from the Forecast since anticipated events frequently do not occur as expected and the variations may be material. Accordingly, we express no opinion as to whether the Forecast will be achieved.

We disclaim any responsibility for any reliance on this statement or on the Forecast to which it relates for any other purpose than that for which it was prepared.

Yours faithfully

Richard Raphael
Director

The Share Valuation Report contained in this section 9 of the Prospectus was commissioned by the Directors. The opinions contained in the Share Valuation Report are those of Grant Thornton Corporate Finance. Potential investors should, however, be aware that the valuations contained in the Share Valuation Report are based on several important assumptions such as the liquidity of the Shares, the state of the general stockmarket and other important assumptions about the future that may or may not occur. Further a valuation of the Company is not a valuation of a listed and traded share in GLG. Accordingly, and upon listing, the Shares may trade above or below the value shown in the Share Valuation Report due to the liquidity of the Shares, general stockmarket conditions, market sentiment, analyst coverage and other developments. If a potential investor is in any doubt about this Share Valuation Report and how it should be used, the potential investor should consult his or her own professional financial adviser.

Grant Thornton Corporate Finance

Grant Thornton

The Directors
GLG Corp Ltd
L5, 33 York Street
Sydney NSW 2000
Australia

9 November 2005

Dear Sirs

INDEPENDENT VALUATION OF THE TOTAL ISSUED SHARE CAPITAL OF GLG CORP LTD

INTRODUCTION

Grant Thornton Corporate (NSW) Pty Limited ("Grant Thornton Corporate Finance") has been requested to provide an independent valuation of the total issued share capital of GLG Corp Ltd ("GLG" or "the Company") for inclusion in a Prospectus to be dated on or about 9 November 2005 relating to the Initial Public Offering of GLG on the Australian Stock Exchange.

The valuation of all the issued shares of GLG has been assessed as at 30 June 2005.

SCOPE

GLG was incorporated on 12 October 2005 for the purposes of an Initial Public Offering ("IPO" or "Offer") on the Australian Stock Exchange Limited ("ASX").

GLG is a wholly owned subsidiary of Ghim Li Group Pte. Ltd. ("Vendor" or "Ghim Li Group"). GLG has entered into an agreement with the Vendor. Under the agreement the Vendor has agreed to sell the whole supply chain management business (the "Business", represented by all the issued capital in 6 wholly owned subsidiaries as detailed in Appendix 1) to GLG. As consideration for the Business, GLG will issue to the Vendor a number of shares ranging between 58.5 million and 65.9 million as set out in section 3 of this report.

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Grant Thornton Corporate (NSW) Pty Ltd
ABN 59 003 265 987

Holder of Australian Financial Services Licence No: 247140

Grant Thornton

We note that the acquisition of the Business ("Acquisition") has an effective date of 1 July 2005 and is contingent on the following:

- minimum amount raised under the Offer is A$8.2 million; and
- GLG is admitted to the ASX.

Our report is to be read in conjunction with the Prospectus in which this Report is included.

Grant Thornton Corporate Finance is independent of the Company and the Directors and has no involvement with, or interest in, the outcome of the Offer. Grant Thornton Corporate Finance is entitled to receive a fee based on commercial rates and including reimbursement of out of pocket expenses for the preparation of this report. Except for this fee, Grant Thornton Corporate Finance will not be entitled to any other pecuniary or other benefit, whether direct or indirect, in connection with the preparation of this Report. The payment of this fee is in no way contingent upon the success or failure of the proposed Offer.

LIMITATIONS AND RELIANCE ON INFORMATION

Grant Thornton Corporate Finance's opinion is based on economic, share market, business trading and other conditions and expectations prevailing at the date of this report. These conditions can change significantly over relatively short periods of time. If they did change materially, the valuation and opinion could be different in these changed circumstances. However, Grant Thornton Corporate Finance has no obligation or undertaking to advise any person of any change in circumstances which comes to its attention after the date of this report or to review, revise or update its report or opinion.

The estimates, projections and outcomes contained in this Report involve significant elements of subjective judgement and analysis that may or may not be correct. Therefore, no representation or warranty of any kind, expressed or implied, is or will be made in relation to the assessment of the share capital of GLG.

This report is also based upon financial information as disclosed in Section 7 of the Prospectus and other information provided by GLG and the Vendor. Grant Thornton Corporate Finance has considered and relied upon this information. Grant Thornton Corporate Finance has no reason to believe that any material facts have been withheld. The information provided to Grant Thornton Corporate Finance has been evaluated through analysis, enquiry and review for the purposes of forming an opinion as to the fair value of the issued shares in GLG. However, in preparing reports such as this, Grant Thornton Corporate Finance does not warrant that its enquiries have identified or verified all of the matters that an audit, extensive examination or "due diligence" investigation might disclose. Grant Thornton Corporate Finance has no reason to believe that any material facts have been withheld and GLG has confirmed that it believes it has produced all relevant information that is known to GLG.

An important part of the information used in forming an opinion of the kind expressed in this report is comprised of the opinions and judgement of management. This type of information was also evaluated through analysis, enquiry and review to the extent practical. However, such information is often not capable of external verification or validation.

Preparation of this report does not imply that Grant Thornton Corporate Finance has audited in any way the management accounts or other records of GLG. It is understood that the accounting information that was provided was prepared in accordance with generally accepted accounting principles.

This Report does not purport to be all-inclusive or to contain all the information that a prospective investor may require in its decision to proceed with an investment in the Company and is not intended to form the base for any investment decisions involving GLG.

Furthermore, no responsibility or liability of any kind is or will be accepted by, or is or will be imputed to Grant Thornton Corporate Finance or by any of its respective officers, employees, advisers or agents, each of whom who expressly disclaim any and all liabilities which may be based on, or may derive from the use of this Report to support any kind of investment decision in the share capital of the Company.

This Report does not constitute an offer or invitation to purchase shares in the Company or any part of the business or assets described therein, and does not constitute any form of commitment or recommendation on the Company.

To the extent that there are legal issues relating to assets, properties, or business interests or issues relating to compliance with applicable laws, regulations, and policies, Grant Thornton Corporate Finance assumes no responsibility and offers no legal opinion or interpretation on any issue and has generally assumed that matters such as title, compliance with laws and regulations and contracts in place are in good standing and will remain so and that there are no material legal proceedings, other than as publicly disclosed.

GLG has indemnified Grant Thornton Corporate Finance, its affiliated companies and their respective officers and employees, who may be involved in or in any way associated with the performance of services contemplated by GLG's engagement letter, against any and all losses, claims, damages and liabilities arising out of or related to the performance of those services whether by reason of their negligence or otherwise, excepting gross negligence and wilful misconduct, and which arise from reliance on information provided by GLG, which GLG knew or should have known to be false and/or reliance on information, which was material information GLG had in its possession and which GLG knew or should have known to be material and which GLG did not provide to Grant Thornton Corporate Finance. GLG will reimburse any indemnified party for all expenses (including without limitation, legal expenses) on a full indemnity basis as they are incurred.

OTHER INFORMATION

In the following sections of the report we have used the following definitions:

- US$ - means the US dollar;
- A$ - means Australian dollar; and

Consistent with the Prospectus, we have assumed an exchange rate US$1 equal to A$0.75.

Grant Thornton

VALUATION SUMMARY

The valuation summary below should be read in conjunction with the remainder of this Report and the Prospectus in which this Report is included.

We have assessed the value per share of GLG having regard to the following methodologies:

- *Discounted Earnings* – the intrinsic value implied in the normalised net earnings of the Company;
- *Comparable Multiple* – the market assessment of comparable businesses; and
- *Comparable transaction* – the price a willing (but not anxious) and informed buyer is willing to pay for a minority shareholding in the Company.

We have weighted the results of each valuation methodology equally in order to calculate our preferred value. We set out in the table below a summary of our assessment.

Figure 1: Summary of GLG assessment

Method	High $A	Low $A	Preferred $A
Comparable multiple	1.40	1.29	**1.35**
Discounted earnings	1.30	1.16	**1.23**
Comparable transactions	1.00	1.00	**1.00**
Preferred	1.23	1.15	**1.19**

Grant Thornton Corporate Finance has assessed the value per share of GLG within a range between A$1.15 and A$1.23, with our **preferred assessed value of A$1.19**.

We note that our assessment is based on the following assumptions:

- The Maximum Amount (i.e. A$15.6 million) is raised through the IPO;
- The second tranche of shares for the acquisition of the Business is payable in full (refer to section 3 of this Report);
- The acquisition of the Business is completed;
- The Outsourcing and Trademark Licensing agreements are renewed in perpetuity (refer to section 3 of this Report);
- GLG will benefit in the future from the same average tax rate assessed by the Company in FY06; and
- The exchange rate US$1 equal to A$0.75 is consistent with the assumption included in the Prospectus.

Grant Thornton

DISCLOSURE

Consent to use the inclusion of this Report in the Prospectus in the form and context in which it appears has been given. At the date of this Report, this consent has not been withdrawn.

Yours faithfully
GRANT THORNTON CORPORATE (NSW) PTY LTD

SCOTT T GRIFFIN
Director

NEIL COOKE
Director

Grant Thornton

1 COMPANY PROFILE

1.1 Company structure

Ghim Li Group was founded in 1977 by Estina Ang as a subcontract manufacturer of apparel. The increased demand for the products of the group drove the growth of the manufacturing business to a stage where the Group had factories in 6 countries (GLIT.

The supply chain management division of the Ghim Li Group grew out of this manufacturing business as a result of changing demands from customers and the need for the company to distinguish itself from its competitors. This business soon became the major contributor of profits to the group. Rapidly changing demand from customers following the end of the quota system led to a reorganisation ("Reorganisation") of the group as set out below:

- a management buy in ("MBI") of the GLIT; and
- the sale of the Business to GLG.

Having regard to the sale of the Business to GLG, the Vendor agreed to sell all of the issued capital in the following companies to GLG (i.e. the Business):

- Ghim Li Global Pte Ltd;
- Ghim Li Global International Ltd;
- GG Textiles Co. Pte. Ltd.;
- Escala Guatemala S.A.;
- Ghim Li Enterprise (USA) Inc.; and
- Best Apparel Sourcing Corp

The Acquisition has an effective date of 1 July 2005.

GLG agrees to issue 2 tranches of shares to the Vendor, or its nominees, as consideration for the Business. A first tranche equal to 58.5 million shares if the maximum amount is raised or 63.0 million if the Minimum Amount is raised (see Section 4 of the Report). The first tranche of shares must be issued upon completion of the IPO. The second tranche of up to a maximum of 6.5 million Shares is payable in the event that audited NPAT of GLG for FY06 exceeds A$11.4 million.

GLG must issue the Vendor 6.5 Shares for every A$1 that audited NPAT for FY06 exceeds A$11.4 million, up to a maximum of A$12.4 million. The second tranche of Shares must be issued within 5 business days of the audited NPAT for FY06 being determined. As set out in Section 12.7 of the Prospectus, the Vendor has also agreed to assign 2.95 million shares at the Offer price to Entelechy Holdings Corporation Ltd ("Entelechy").

We note that we have performed our assessment assuming that the 2nd tranche is payable in full. The forecast for FY06 prepared by the Company, and set out in Section 7 of the Prospectus, is consistent with this assumption.

We set out below the number of shares on issue at differing levels of subscription:

Figure 2: Share split at IPO

Level of subscription	Number of shares to be issued to investors (million)	Number of acquisition shares to be issued to Vendor and Entelechy (million)	Total number of shares outstanding after the IPO (million)
Minimum	8.2	65.9	74.1
A$10 million raised	10.0	64.1	74.1
50% more than minimum subscription	12.3	61.8	74.1
Maximum	15.6	58.5	74.1

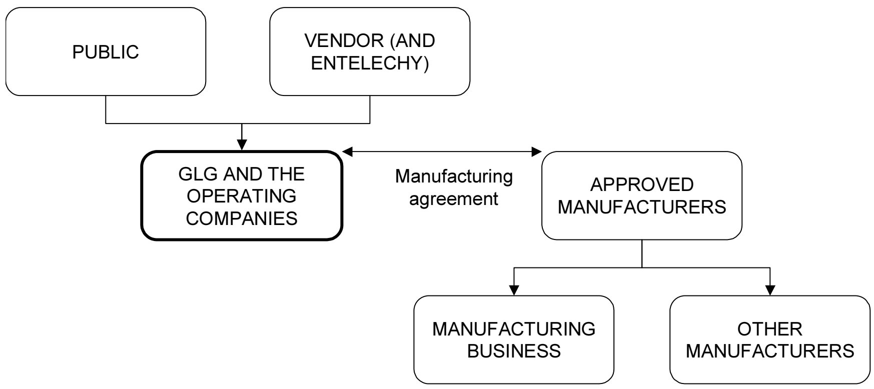
As a result of the Reorganisation the Company have entered the following agreements:

- Manufacturing Outsourcing Agreement: GLG has appointed 8 manufacturers ("Manufacturers"), including the Manufacturing Business, to manufacture apparel. In order to ensure consistency of margins for both GLG and the Manufacturers, a new set formula pricing mechanism was introduced. Under this agreement, GLG pays the Manufacturers –an amount equal to 90% of the payment to be received by GLG from its customers. GLG retains the remaining 10% of the purchase price. Each manufacturer certifies that it will not manufacturer for any other party. These agreements are for a term of 5 years with the option held by GLG to extend these contracts for a further 5 years.

- Trademark Licensing Agreement: GLG has entered into an agreement with the Vendor to use the trademark "Ghim Li" and the associated logo. This license is non-exclusive, irrevocable and transferable and grants GLG the right to use the trademarks for a nominal consideration. These trademarks are in the process of being registered in the jurisdictions in which the Vendor conducts business.

We set out below the structure and the agreements in place post restructuring and post IPO.

Figure 3: Group structure post Transaction



GLG has confirmed that there are no cross shareholdings between GLIT and GLG. The Vendor has agreed to sell all its shareholdings in GLIT. The agreement has not yet been completed at the date of this Report as completion is conditional upon governmental approvals being received. These shares are held in trust for the MBI until the completion of the share transfer. Under this arrangement, no economic benefit of ownership flows to the Vendor.

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Refer to sections 4,5 and 6 of the Prospectus for a detailed description of the Company and the market in which GLG operates.

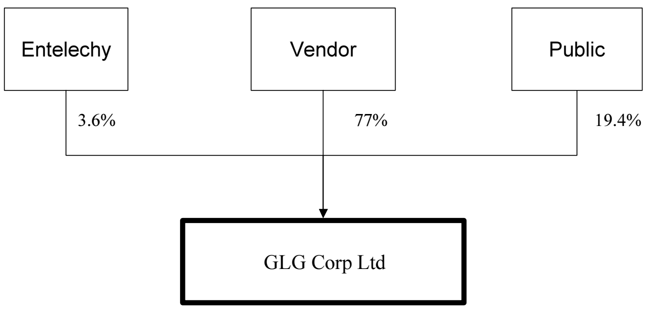
2 THE OFFER

2.1 The Offer

GLG is seeking to raise up to A$15.6 million ("Maximum Amount") through the issue of 15.6 million new fully paid ordinary shares at A$1.00 each. In order for the Offer to proceed, a minimum amount of A$8.2 million (equal to 8.2 million ordinary shares, "Minimum Amount") must be raised.

Assuming the Maximum Amount is raised and the 2nd tranche for the acquisition of the Business is payable in full, we set out below the shareholder structure of the company:

Figure 4: GLG structure post transaction



As set out in Section 3 of the Prospectus, the Company intends to use the proceeds of the IPO as set out below:

- to undertake an upgrade and integration of the Company's information technologies including Electronic Resource Planning ("ERP") and Radio Frequency Identity ("RFID");
- to complete an Electronic Data Interchange ("EDI") system, thereby providing customers with inventory and replenishment management; and
- provision of working capital to support revenue growth.

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3 FINANCIAL INFORMATION

3.1 Historical financial

The pro-forma results of GLG for the 3 years ended 31 December 2004 and the pro-forma results for the 6 months period to 30 June 2005 are set out below:

Figure 5: Pro-forma statement of financial performance

	Actual			
	Year Ended	Year Ended	Year Ended	6 months ended
	31-Dec-02	31-Dec-03	31-Dec-04	30-Jun-05
	Pro-forma	Pro-forma	Pro-forma	Pro-forma
	US$ mill	US$ mill	US$ mill	US$ mill
Revenue	153.37	177.35	201.63	85.28
Gross profit	14.40	16.57	19.06	8.33
Operating profit	4.18	7.77	10.11	4.35
NPBT	4.09	7.38	9.45	3.86
NPAT	**2.92**	**6.78**	**8.64**	**3.36**

The historical financial information has been prepared on the following basis:

- the information for the 3-year period ending 31 December 2004 has been extracted from the historical audited financial statements of GLG and restated to comply with Australian equivalents to International Financial Reporting Standards (A-IFRS). The financial statements have been prepared as if GLG was structured then, as it will be after the transaction. They do not include any costs associated with operating as a publicly listed company; and

- the statement of financial performance for the six months ended 30 June 2005 has been prepared in accordance with A-IFRS. This statement does not include any costs associated with operating as a publicly listed company.

We note the following with regard to the historical financial results shown above:

- NPAT for the year ended 31 December 2004 of US$8.6m, which is an increase of 27% over the year ended 31 December 2003. The increased profit was driven by a 13.6% increase in sales at a consistent gross margin level;

- Sales decreased in the 6 months ended 30 June 2005 by 11% when compared to the corresponding period of the previous year. This reduction was largely a due to reduced capacity at the Sri Lankan factory as a result of damage caused by the Asian tsunami in January 2005. (Refer to Section 7 of the Prospectus for further details); and

- Increased borrowing expenses in the 6 months to 30 June 2005 as a result of an increase in US Federal Fund rates of 100 basis points (1 basis point is equal to 0.01%) between January 2005 and 30 June 2005.

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3.2 Forecast to 30 June 2006

We set out below the Director's Forecast for the year ending 30 June 2006 and for the six-month period to 31 December 2005 (i.e. three months of forecasts and 3 months of actuals). These forecasts have been prepared in accordance with A-IFRS. As set out in the Prospectus, 30 June year-end has been adopted in order to reflect the financial period of GLG after the acquisition.

Figure 6: Forecast statement of financial performance

	Forecast 6 months to 31 December 2005 US$ mill	Forecast 12 months to 30 June 2006 US$ mill
Revenue	111.59	215.22
Cost of Sales	(101.21)	(194.44)
Gross Profit	**10.38**	**20.78**
Other Operating Income	1.04	2.12
Distribution Costs	(0.60)	(1.50)
Administrative Expenses	(4.36)	(8.84)
Other Operating Expenses	(0.19)	(0.25)
Operating profit	**6.27**	**12.30**
Depreciation	(0.35)	(0.86)
Net financing Cost	(0.59)	(1.08)
Profit before Tax	**5.33**	**10.37**
Tax	(0.55)	(1.09)
Profit after Tax	**4.78**	**9.28**

The main assumptions underlying the projected results of the year ending 30 June 2006 are:

- Revenue forecasts are the aggregation of the individual subsidiary companies orders fulfilled plus orders-on-hand plus the estimated and projected potential earnings. We note that at 10 October 2005 88% of forecast sales for the 3 months to 31 December 2005 have been ordered by customers.

- There is a seasonality inherent in the business that has been reflected in the forecast, with 52% of the net profit being earned in the first half of the forecast period, an increase of US$0.67 mill or 16.4% over the corresponding six months in 2004.

- The second six-month period of the forecast also shows considerable growth over the corresponding six months in 2005. Sales are forecast to increase 21.5% to US$103.6m with margins remaining consistent. Net profit after tax of US$4.5m represents a 33.8 % increase over the six months to 30 June 2005. This increase can partly be attributed to the poor first half experienced by the group in 2005 which was significantly attributed to the decline in capacity experienced at the Sri Lankan factory.

- Projected capacity is expected to increase by 12% over 2004 capacity.
- Gross margins are expected to remain consistent with historical averages.
- Distribution costs are expected to increase significantly as the Company pursues more specialist retailers in a broader range of countries.
- Administrative expenses are expected to increase as a result of GLG being a public company.

Corporation tax expense has been forecast at an effective rate of 10.5% for FY06, it is expected that GLG will maintain its status as Global Trading Partner (GTP) and its effective tax rate of 10% for profits earned in Singapore. Tax is also forecast to be paid in Hong Kong at an effective rate of 17.5%. (Refer to Section 10 of the Prospectus for further detail).

3.3 Financial position

The unaudited statement of financial position of GLG as at 30 June 2005 assuming the Maximum Amount is raised is set out in the table below:

Figure 7: Statement of financial position at 30 June 2005

	Business post consolidation US$ mill	Capital Raised and applied US$ mill	GLG post capital raising US$ mill
Current Assets			
Cash	2.01	10.52	12.53
Receivables	10.70		10.70
Advances and prepayments	1.04		1.04
Inventory	1.48		1.48
Total current assets	**15.23**		**25.75**
Non current assets			
Fixed assets	1.85	-	1.85
Other	7.33		7.33
Total non-current assets	**9.18**		**9.18**
Total assets	**24.41**		**34.93**
Current liabilities			
Payables	17.72		17.72
Creditors	0.62		0.62
Overdraft	1.40		1.40
Other	1.69		1.69
Total current liabilities	**21.43**		**21.43**
Non-current liabilities			
Interest bearing liabilities	1.36		1.36
Lease liabilities	1.41		1.41
Deferred tax liabilities	0.17		0.17
Total non-current liabilities	**2.94**		**2.94**
Total liabilities	**24.37**		**24.37**
Net Assets	**0.04**		**10.56**
Equity			
Share capital	-	10.52	10.52
Retained earnings	0.37		0.37
Other	(0.33)		(0.33)
Total equity	**0.04**		**10.56**

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- Receivables are net trade receivables. Receivables include US$15.27 million owed by GLIT that has now been effectively spun off. Management believe this balance will be recoverable once these companies develop stronger cash flows.

- Inventory recognised as at 30 June 2005 includes goods that has been received by GLG but which had not been assigned to clients and fabric acquired by GLG for strategic reasons. In general, GLG does not hold garments in inventory for which there is no standing order and therefore future inventory levels should not be significant.

- Other non-current assets include a non-trade receivable loan of US$6.8 million owed from GLIT Holdings Pte Ltd to GLG. This non-trade receivable arose from the reorganisation of the Vendor and is guaranteed by Ghim Li Group Pte. Ltd. The loan will be repaid within 3 years commencing 1 January 2006 and bears interest at commercial rates.

- Trust receipts and bills payable are a discount form of supplier credit. In commercial terms, they are accounts payable.

- Credit provided by suppliers and amounts owed to previous subsidiaries of the business are also included in financing facilities. GLG does not purchase the majority of raw materials required for production and so is able to keep trade creditors relatively low.

- Net debt before the IPO is equal to US$2.85 million.

- Transaction costs associated with the Offer are US$1.2 million, if the Maximum Amount is raised.

- No dividends were declared or paid during the year.

4 VALUATION METHODOLOGY

4.1 Valuation methodologies

The most reliable evidence as to the value of a business is the price at which the business or comparable business has been bought or sold in an arm's length transaction. In the absence of direct market evidence of value, estimates of value are made using methodologies that infer value from other available evidence.

ASIC Practice Note 43 provides guidance on the methodologies that an independent expert should consider when valuing a company for the purpose of forming an opinion as to the fairness of an acquisition pursuant to the Corporations Act 2001.

There are four other primary valuation methodologies commonly used for valuing businesses:

- the discounted cash flow method;
- capitalisation of future maintainable earnings to which is added the realisable value of any surplus assets;
- the net asset backing; and
- the amount that would be distributed to shareholders on an orderly realisation of assets.

4.2 Discounted net earnings method

An analysis of the net present value of net earnings is a valuation technique based on the premise that the value of the business is the present value of its future net earnings. This technique is particularly suited to a business with a finite life, low capital intensive and a low level of depreciation and capital expenditure. In applying this method, the expected level of future net earnings is discounted by an appropriate cost of equity. The cost of equity is estimated using the Capital Asset Pricing Model.

Predicting future net earnings is a complex exercise requiring assumptions as to the future direction of company, growth rates, operating and capital expenditure and numerous other factors.

Given the net earnings of GLG for the 4 years period to 30 June 2006 have a steady growth pattern, we have applied this methodology having regard to normalised net earnings that the Company will be able to generate as a going concern.

4.3 Capitalisation of future maintainable earnings

The capitalisation of future maintainable earnings multiplied by an appropriate earnings multiple is a suitable valuation method for businesses that are expected to trade profitably into the foreseeable future. Maintainable earnings are the assessed sustainable profits that can be derived by a company's business and excludes any abnormal or "one off" profits or losses.

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As the future maintainable earnings of GLG are able to be forecast by the management of the company and the current level of earnings is established and predictable, we consider the capitalisation of future maintainable earnings an appropriate cross-check valuation methodology for assessing the value of GLG.

4.4 Comparable transactions

The comparable transaction method is the value of similar assets established through comparative transactions to which is added the realisable value of surplus assets. The comparable transactions method uses similar or comparative transactions to establish a value for the current transaction.
Having regard to the Transaction, we have referred to the following two comparable transactions:

- the IPO of the Company, consisting of the sale of up to 25% of the shares on issue post capital raising to financial institutions, sophisticated investors and retails investors; and

- the sale at the Offer Price of 2.95 million shares to Entelechy by the Vendor.

5 VALUATION OF GLG

5.1 Discounted Earnings methodology

Having regard to the historical information and the FY06 Forecast of GLG, and given the nature of the business (low capital intensive), we believe that the net earnings is an appropriate measure in order to assess the value of GLG post Transaction.

In order to assess the future maintainable net earnings (FME) of the GLG, we have had regard to the following information:

- pro forma statement of financial performance for the 2-year period to 31 December 2004. We have not included in our calculations the pro-forma for the year ending 31 December 2002 since it was not consistent with the recent growth pattern of the Company;
- the pro-forma statement of financial performance for the year ending 31 December 2005. This includes 9 months of actual to 30 September 2005 and 3 months of forecast. We understand that as at 10 October 2005, 88% of the forecast sale for the 3 months to 31 December 2005 have been ordered by customers. Therefore, we consider the net earnings for the year ending 31 December 2005 as a reliable proxy of the FME of GLG; and
- the FY06 forecast for the year ending 30 June 2006.

Figure 8: Pro forma financial information

	Pro-forma 12 months to 31 December 2003 US$ mill	Pro-forma 12 months to 31 December 2004 US$ mill	Pro-forma 12 months to 31 December 2005 US$ mill	Forecast 12 months to 30 June 2006 US$ mill
Revenue	177.35	201.63	196.87	215.22
Cost of Sales	(160.78)	(182.57)	(178.15)	(194.44)
Gross Profit	**16.57**	**19.06**	**18.72**	**20.78**
Other Operating Income	1.22	1.28	1.87	2.12
Distribution Costs	(1.12)	(1.42)	(1.06)	(1.50)
Administrative Expenses	(8.04)	(7.60)	(8.29)	(8.84)
Other Operating Expenses	(0.37)	(0.55)	(0.29)	(0.25)
Operating profit	**8.26**	**10.78**	**10.96**	**12.30**
Depreciation	(0.49)	(0.67)	(0.71)	(0.86)
Net financing Cost	(0.39)	(0.66)	(1.06)	(1.08)
Profit before Tax	**7.39**	**9.45**	**9.19**	**10.37**
Tax	(0.60)	(0.81)	(1.06)	(1.09)
Profit after Tax	**6.79**	**8.64**	**8.14**	**9.28**

Having regard to the pro-forma financial information as set out above and Section 7 of the Prospectus, we set out below the calculations of EBITDA.

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Figure 9: EBITDA calculations

	Actual 12 months to 31 December 2003 US$ mill	Actual 12 months to 31 December 2004 US$ mill	Pro-forma 12 months to 31 December 2005 US$ mill	Forecast 12 months to 30 June 2006 US$ mill
Profit before Tax	**7.38**	**9.45**	**9.19**	**10.37**
Depreciation	(0.49)	(0.67)	(0.71)	(0.86)
Interest paid	(0.16)	(0.30)	(0.78)	(0.60)
EBITDA	**8.03**	**10.42**	**10.68**	**11.83**

In order to assess the future maintainable net earnings of the Company we have applied the following procedures:

- assessed the normalised level of EBITDA having regard to the pro-forma financial information as set out in figure 8 above; and
- applied a level of depreciation, interest expenses and tax rate consistent with FY06, assuming that this structure will be consistent with the structure of the Company as a going concern post IPO.

Normalised EBITDA

We have included a number of pro-forma adjustments to the historical statutory EBITDA in order to remove non-recurring items and to refer to a structure of the Company as if the post-IPO structure had always applied. We set out below the calculation of normalised EBITDA

Figure 10: Adjusted EBITDA calculations

	Pro-forma 12 months to 31 December 2003 US$ mill	Pro-forma 12 months to 31 December 2004 US$ mill	Pro-forma 12 months to 31 December 2005 US$ mill	Forecast 12 months to 30 June 2006 US$ mill
EBITDA	**8.03**	**10.42**	**10.68**	**11.83**
Public company costs	(0.49)	(0.49)	(0.24)	-
On-going ASX fees	(0.03)	(0.03)	(0.03)	(0.03)
Staff bonuses	0.04	0.04	-	-
Abnormal bank charges	-	0.07	-	-
Professional fees			0.11	
Other operating income	-	-	-	(0.28)
Normalised EBITDA	**7.56**	**10.01**	**10.51**	**11.52**

Source: Company and calculations

The following adjustments have been made in order calculate a normalised level of EBITDA:

- public company costs: costs associated with being a public company (ASX fees, registry, compliance costs etc.) have been added to the 3 year period to 31 December 2005. Management have estimated these costs to be approximately US$489,000 per annum. Management have included these costs in the FY06 forecasts. We have also included on going ASX listing fees having regard to the market capitalisation of the Company at the IPO price;

- staff bonuses: bonuses paid to senior staff members that were employed by the Manufacturing Business have been adjusted from historical results since this structure is no longer in place.

- abnormal bank charges: abnormal bank charges of approximately US$80,000 incurred during 2004 have been adjusted.

- professional fees: fees associated with a previously planned Singapore listing have been adjusted. These fees were incurred in the year to 31 December 2004 and totalled approximately US$107,000.

- other operating income: includes interest income of US$283,000 resulting from a non-trade receivable balance of US$6.8 million owed from GLIT Holdings Pte Ltd to GLG. This non-trade receivable arose from the reorganisation of the Vendor and is guaranteed by Ghim Li Group Pte. Ltd. The loan will be repaid within 3 years commencing 1 January 2006 and attracts an interest rate of 3 month SIBOR + 1%. Given the activity of GLG, we have removed from FY06 interest income generated by this loan and we have referred to the loan as a surplus asset for the purpose of our assessment.

Having regard to the normalised EBITDA as set out in figure 10, we have weighted the adjusted historical and forecast EBITDA based on our assessment of the most likely level of sustainable level of EBITDA for the business, after considering all other factors taken into consideration in the valuation calculation. We set out the calculations of the weighted average adjusted EBITDA below:

Figure 11: Weighted average EBITDA

	Pro-forma		Forecast	
	Year Ended 31-Dec-03 US$mill	Year Ended 31-Dec-04 US$mill	Year Ended 31-Dec-05 US$mill	Year Ended 30-Jun-06 US$mill
Normalised EBITDA	7.56	10.01	10.51	11.52
Weighting	5%	10%	45%	40%
Pro-rata weighted average normalised EBITDA	0.38	1.00	4.73	4.60
Assesed normalised EBITDA	10.71			

Source: Company and calculations

As set out in the figure 11 above, we have assessed normalised future maintainable EBITDA of the Company at US$10.71 million.

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Future maintainable net earnings

In order to assess the future maintainable net earnings, the weighted average EBITDA has then been adjusted as follows:

- Depreciation - we have referred to the level of net tangible assets and depreciation as set out in Section 7 of the Prospectus;
- Interest paid - we have referred to interest paid as set out in section 7 of the Prospectus. We understand the level of interest paid included in FY06 is the best representation of the future interest expense of GLG;
- Interest income – FY06 does not include the impact of funds raised from the IPO. The Company have assessed that if this funds are used to reduce interest bearing liabilities, this could result in a reduction of the interest paid of approximately US$150,000. We have included this interest income in our assessment of the normalised net earnings. We note that if the IPO funds generate a return higher than the return implied in the assessment performed by the Management of the Company, the normalised net earnings will be different; and
- Tax - we have applied the effective average tax rate assessed in the FY06 forecasts.

We set out below our calculations.

Figure 12: Future maintainable earnings calculations

	$US mill
Weighted average EBITDA	**10.71**
Depreciation	(0.86)
Interest expense	(0.60)
Interest income	0.15
Profit before tax	**9.41**
Taxation Expense	(0.99)
FME	**8.42**

As set out above, we have assessed future maintainable net earnings equal to US$8.42 million.

5.2 Discount rate

The cost of equity was assessed on the basis of the CAPM using the parameters set out below.

Risk free rate

It has been assessed at 5.84 % equal to the 5-year Australian Commonwealth Swap Rate at 31 October 2005.

Beta

The beta factor is a measure of the expected covariance (i.e. volatility and correlation of returns) between returns on an investment and returns on the market as a whole.

We have assessed the beta having regard to the betas of comparable companies operating in the retail/apparel sector. For the purpose of our assessment we have ungeared and regeared betas of comparable companies in order to account for discrepancies in the leverage and effective tax rate.

We have assessed beta of the Company at 0.83 having regard to the average leverage of the industry being almost 100% equity. We set out in our calculations in Appendix 2 of this Report.

Risk Premium

We have assessed the market risk premium equal to 6% as the arithmetic average return on the Australian market from 1974 to 2002. This return is in line with Ibbotson Associates assessment regarding the average return on the US market.

In addition we have applied an additional risk premium equal to 5% in order to account for the following specific risks of GLG:

- Operating in a mature industry;
- Increased bargaining power of customers as a result of the merger of some major customers;
- Level of dependency from a small number of customers (i.e. 5 customers account for more than 80% of FY06 revenue);
- The requirement for the manufacturing facilities to outsource part of the production to sub-contractors which could generate capacity constraints;
- Political and environmental risks in countries such as Brunei, Guatemala, Malaysia and mainland China where the majority of manufacturing facilities are located; and
- Adverse macro-economic effect on the American market and financials of the Company of an increase in the US interest rate, including the increase of 0.25% on 1 November 2005.

Based on the assumptions detailed above, we set out below our calculations of the cost of equity.

Figure 13: GLG cost of equity calculations

Risk free rate	5.84%
Beta	0.83
Market risk premium	6%
Additional premium	5%
Cost of equity	**14.9%**

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5.3 Value of GLG

Based on the calculations set out in the figures above, we set out below the assessed value per share of GLG post IPO, on a fully diluted basis assuming the offer is fully subscribed and the second tranche of the earn-out is achieved.

Figure 14: Valuation summary

	Equity Value US$mill	Equity Value A$mill
FME	8.42	11.23
Cost of equity	14.9%	14.9%
Growth rate	2.3%	2.3%
Equity value	**68.18**	**90.90**
Surplus assets	5.57	7.43
Adjusted equity value	**73.75**	**98.34**
Shares on issue post transaction (mill) [1]	80.6	80.6
Value per share	**0.92**	**1.22**

[1] *Shares on issue refer to a fully diluted basis scenario and assuming the second tranche for the acquisition of the business is payable in full.*

As set out above, in order to assess the value per share we have referred to the following:

- a long-term growth rate for the company of 2.3% consistent with the publicly available information for the industry; and
- a surplus asset of US$5.57 million being the net present value at the date of the valuation with a risk free rate of the non-trade receivable loan of US$6.8 million owed from GLIT Holdings Pte Ltd to GLG. This non-trade receivable arose from the reorganisation of the Vendor and it is guaranteed by Ghim Li Group Pte. Ltd. The loan will be repaid within 3 years starting 1 January 2006.

As set out above we have assessed the market value per share of GLG at US$0.92 per share (and. A$1.22 per share).

5.4 Sensitivity Analysis

The value of GLG is sensitive to changes in key operating assumptions particularly in relation to the GLG's cost of capital and perpetual growth rate.

We have set out below a sensitivity analysis with regard to these variables on a per share basis (AUD).

Figure 15: Sensitivity analysis (A$)

Perpetual growth rate	Cost of capital: 13%	14%	15%	16%	17%
1.9%	1.38	1.27	1.18	1.10	1.04
2.1%	1.40	1.29	1.20	1.12	1.05
2.3%	1.43	1.32	1.22	1.14	1.07
2.5%	1.46	1.34	1.24	1.15	1.08
2.7%	1.49	1.37	1.26	1.17	1.10

Grant Thornton Corporate Finance has assessed the per share equity value of GLG within a range between A$1.15 and A$1.29, with our **preferred assessed value of A$1.22** based on the discounted FME valuation methodology.

5.5 Comparable companies valuation methodology

Grant Thornton Corporate Finance has determined that the capitalisation of forecast earnings method is an appropriate cross check valuation method on the basis of historical and projected future earnings.

Earnings based valuations involve capitalising the earnings of a business at an appropriate multiple and require consideration of the following factors:

- normalisation of earnings for non recurring items;
- determination of an appropriate capitalisation rate which will reflect risks inherent in the business, future growth possibilities and alternative investment opportunities; and
- separate assessment of surplus or unrelated assets and liabilities, being those items that are not essential to producing the estimated future earnings.

In assessing the value of GLG using the capitalised forecast earnings methodology, Grant Thornton Corporate Finance has adopted the following process:

- undertook a search of comparable listed companies in Australia, the United States and Europe within the apparel sector focusing our selection on companies with operations similar to GLG.
- compared the operations and financial performance of GLG to that of the selected guideline companies;
- reviewed the valuation multiples of the selected guideline companies and concluded as to the appropriate multiples to value GLG business; and
- applied an average of the selected trading multiples to the adjusted EBITDA of GLG to assess an enterprise value of the Company after considering applicable discounts.

5.6 Determination of Forecast Earnings

We have assessed forecast earnings using FY06 EBITDA. We believe that EBITDA is the most appropriate measure of the GLG's underlying earnings and is readily comparable with both Australian and overseas companies.

The use of EBITDA minimises the impact of different accounting and tax treatments of amortisation and depreciation and of differing financing and taxation structures between different jurisdictions.

EBITDA for the 12 months to 30 June 2006 is estimated by management to be US$11.82 million. We have referred to the EBITDA included in the FY06 rather than the normalised EBITDA as set out in figure 11 in order to be consistent with the FY06 EBITDA of comparable companies.

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5.7 Determination of earnings multiple

We undertook a search of comparable listed companies in Australia, the United States and Europe within the apparel sector focusing our selection on companies with operations similar to GLG. As set out in the table almost all selected comparable companies are incorporated in the US.

At the time of this report, neither the Management of the Company nor Grant Thornton Corporate Finance are aware of the existence of Australian listed companies with a business comparable to GLG.

We have set out a comprehensive list in Appendix 3 of all companies identified with operations similar to GLG.

For the purpose of our report, we have used the comparable 2006 forecast EBITDA multiple in conjunction with the FY06 EBITDA of GLG.

Summarised below are the 2006 EBITDA multiples of companies comparable to GLG.

Figure 16: Comparable companies multiple

Company	Country	Current Market Cap	EV/EBITDA 2006
		Million	Times
JONES APPAREL GROUP INC	US	3,216.88	7.2x
TARRANT APPAREL GROUP	US	47.02	7.5x
GUESS? INC	US	1,152.45	8.4x
CUTTER & BUCK INC	US	147.01	8.3x
CAMAIEU	FR	648.44	6.3x
CHEROKEE INC	US	293.34	9.8x
IC COMPANYS A/S	DE	5,019.24	13.6x
		Median	**8.3x**

Source: Bloomberg and calculations

The median EBITDA trading multiple for comparable companies is 8.3x.

We note that we have not adjusted the multiples of comparable companies to take into consideration the tax rate paid by GLG which is significantly less than that paid by the comparable companies.

We believe this benefit is off-set against the jurisdiction risk implied in a Singapore based company with a reliance upon manufacturing operations in developing economies and the risk attributed by the financial and equity markets to these jurisdictions.

It is normal valuation practice to apply a discount to the market value of shares, which are not listed or readily traded. This discount represents the lack of marketability or liquidity of the private company shares being valued, when compared to a listed investment, which can be readily converted to cash at the owner's discretion.

Grant Thornton Corporate Finance has for the purpose of this report applied a discount of 10% due to the lack of marketability of GLG shares. This discount is in the low range of the discount usually applied since GLG will be a listed company shortly. The 10% discount incorporates a risk, even if low, that the IPO does not proceed due to the Minimum Amount not being achieved and reflects the low liquidity of GLG created by the size of the shareholding of the Vendor.

In addition we have applied a 20% discount to the multiple of comparable companies in order to account for the following specific risks of GLG:

- Increased bargaining power of customers as a result the merger of some major customers;
- Level of dependency from a small number of customers (i.e. 5 customers account for more than 80% of FY06 revenue);
- The requirement for the manufacturing facilities to outsource part of the production to sub-contractors which could generate capacity constraints;
- Adverse macro-economic effect on the American market and financials of the Company of an increase in the US interest rate, including the increase of 0.25% on 1 November 2005;
- Political and environmental risks in countries such as Brunei, Guatemala, Malaysia and mainland China where the majority of manufacturing facilities are located; and
- Size of GLG compared with selected comparable companies and the fact that the brand recognition for GLG products amongst final consumers is low when compared with that of a number of the selected competitors

We set out in the table below our preferred EBITDA multiple.

Figure 17: Determination of multiple

Assesed 2006 multiple	8.26 x
Marketability and other discount	30%
Adjusted 2006 multiple	5.78 x

5.8 GLG equity value assessment

Having regard to all assumptions detailed above, we set out below the assessed value per share of GLG post IPO, on a fully diluted basis assuming the offer is fully subscribed and the second tranche of the earn-out is achieved.

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Figure 18: Valuation summary

	Equity Value US$mill	Equity Value A$mill
Adjusted 2006 multiple	5.78 x	5.78 x
Adjusted 2006 EBITDA (1)	11.79	15.72
Enterprise value	**68.21**	**90.94**
Net cash / (debt)	7.65	10.20
Surplus assets	5.57	7.43
Equity value	81.43	108.58
Shares on issue post transaction (mill) (2)	80.6	80.6
Value per share	**1.01**	**1.35**

(1) *2006 EBITDA has been adjusted in order to include on going ASX listing costs*

(2) *Shares on issue refer to a fully diluted basis scenario and assuming the second tranche for the acquisition of the business is payable in full*

To determine the value of issued shares in GLG, we have adjusted the enterprise value derived from the above for the following:

- net cash balance as at 30 June 2005 post IPO as set out in section 7 of the Prospectus; and
- a surplus asset of US$5.57 million being the net present value at the date of the valuation with a risk free rate of the non-trade receivable loan of US$6.8 million owed from GLIT Holdings Pte Ltd to GLG. This non-trade receivable arose from the reorganisation of the Vendor and it is guaranteed by Ghim Li Group Pte. Ltd. The loan will be repaid within 3 years starting 1 January 2006.

As set out above we have assessed the market value per share of GLG at US$1.01 per share (i.e. A$1.35 per share).

Sensitivity Analysis

The value of GLG is sensitive to changes in key operating assumptions particularly in relation to the GLG's level of EBITDA and EBITDA multiple.

We have set out below a sensitivity analysis with regards to these variables on a per share basis (A$).

Figure 19: GLG sensitivity analysis – per share basis (A$)

2006 Adjusted EBITDA multiple	Assessed EBITDA $A 15.42	15.52	15.72	15.92	16.02
5.48 x	1.27	1.27	1.29	1.30	1.31
5.58 x	1.29	1.29	1.31	1.32	1.33
5.78 x	1.33	1.33	1.35	1.36	1.37
5.98 x	1.36	1.37	1.39	1.40	1.41
6.08 x	1.38	1.39	1.41	1.42	1.43

Grant Thornton Corporate Finance has assessed the value per share of GLG within a range between A$1.29 and A$1.40, with our **preferred assessed value of A$1.35** based on the comparable companies valuation methodology.

5.9 Comparable transaction valuation methodology

Grant Thornton Corporate Finance has determined that the comparable transaction method is an appropriate valuation for GLG.

We have referred to the following comparable transactions:

- the IPO of the Company, consisting of the sale of approximately 19% of the shares on issue post capital raising to financial institutions, sophisticated investors and retails investors at A$1 per share; and

- the sale of 2.95 million of shares to Entelechy by the Vendor at A$1 per share.

Grant Thornton Corporate Finance has assessed the value per share of GLG at **A$1** based on the comparable transactions valuation methodology.

5.10 Valuation summary

We have assessed the market value per share of GLG having regard to the following methodologies:

- *Discounted Earnings* – and the intrinsic value implied in the normalised net earnings of Company;

- *Comparable Multiple* – and the market assessment of comparable business; and

- *Comparable transaction* – and the price a willing but not anxious and informed buyer is willing to pay for a minority shareholding in the Company.

We have weighted the results of each valuation methodology equally in order to calculate our preferred value. We set out in the table below a summary of our assessment.

Figure 20: Summary of GLG assessment

Method	High $A	Low $A	Preferred $A
Comparable multiple	1.40	1.29	**1.35**
Discounted earnings	1.29	1.15	**1.22**
Comparable transactions	1.00	1.00	**1.00**
Preferred	1.23	1.15	**1.19**

Grant Thornton Corporate Finance has assessed the value per share of GLG within a range between A$1.15 and A$1.23, with our **preferred assessed value of A$1.19**.

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We note that our assessment assumes the following assumptions:

- The Maximum Amount is raised;
- The second tranche of shares for the acquisition of the Business is payable in full;
- The acquisition of the Business is completed;
- The Outsourcing agreement is renewed in perpetuity;
- GLG will benefit in the future from the same average tax rate assessed by the Company in FY06; and
- The exchange rate US$1 equal to A$0.75 is consistent with the assumption included in the Prospectus.

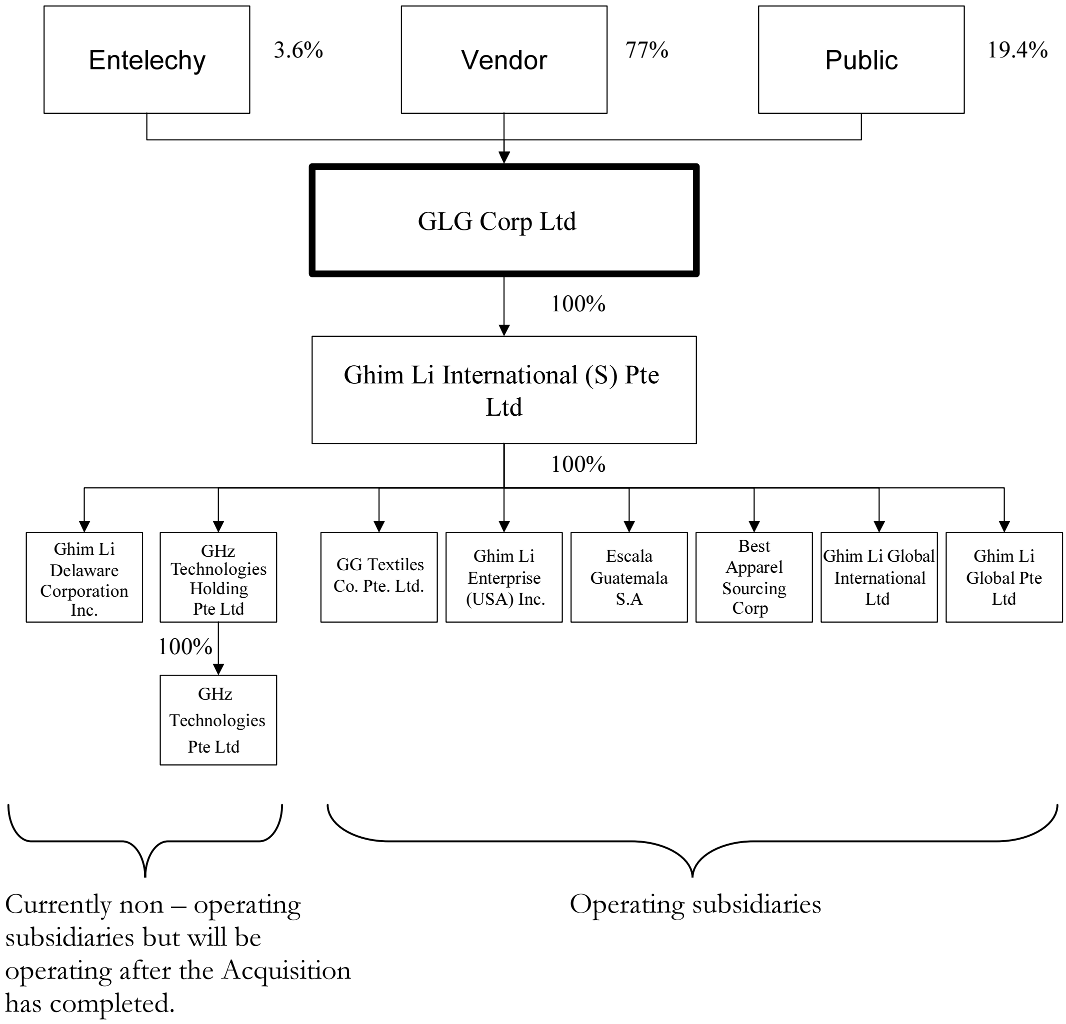
6 SOURCES AND OTHER INFORMATION

In preparing this report Grant Thornton Corporate Finance has used various sources of information, including:

- The Prospectus of GLG dated on or around 9 November 2005;
- Directors' Financial Forecasts;
- IBISWorld;
- Bloomberg;
- Other publicly available information.

APPENDIX 1

COMPANY STRUCTURE



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APPENDIX 2

BETA CALCULATIONS

Company	Country	Beta	Gearing	Tax rate	Beta ungeared
JONES APPAREL GROUP INC	US	1.101	49%	35%	0.83
GUESS? INC	US	1.422	-17%	35%	1.60
CUTTER & BUCK INC	US	0.585	-46%	35%	0.83
CAMAIEU	FR	0.539	-7%	33%	0.57
CHEROKEE INC	US	0.816	-50%	35%	1.21
CHAUS (BERNARD) INC	US	0.791	6%	35%	0.76
OCEAN SKY INTERNATIONAL LTD	SI	1.033	41%	20%	0.78
SING LUN HOLDINGS LTD	SI	0.183	-46%	20%	0.29
REDAN SA	PD	0.613	60%	19%	0.41
IC COMPANYS A/S	DE	0.881	63%	30%	0.61
	Mean	**0.80**	**5.3%**		**0.79**

Average ungeared beta	**0.79**
Company gearing	5%
Company corporate tax rate	11%
Beta	**0.83**

Source: Bloomberg and calculations

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APPENDIX 3

DESCRIPTION OF COMPARABLE COMPANIES

Jones Apparel Group Inc (USA): Jones Apparel Group, Inc. designs and markets a variety of apparel, including sportswear, jeans wear, suits, dresses, and footwear. The Company's brand names include Jones New York, Evan-Picone, Nine West, Bandolino, Norton McNaughton, and Rena Rowan. Jones also sells apparel under the licensed brands Lauren by Ralph Lauren and Polo Jeans Company.

Tarrant Apparel Group (USA): Tarrant Apparel Group designs, merchandises, contracts for the manufacture of, and sells casual, moderately priced apparel for women, men, and children, under private label. The Company serves both specialty and retail mass merchandise store chains.

Guess? Inc (USA): Guess?, Inc. designs, markets, distributes, and licenses a collection of casual apparel, accessories, and related consumer products. The Company's apparel for men, women, and girls is marketed under trademarks such as Guess?, Guess U.S.A., and Triangle Design. Guess? provides full collections of denim and cotton clothing and has granted licenses to manufacture complementary products.

Cutter & Buck Inc (USA): Cutter & Buck Inc. designs and markets upscale sportswear and outerwear under the Cutter & Buck brand. The Company sells its products primarily through golf pro shops and resorts, corporate sales accounts, and better specialty stores. Cutter & Buck merchandises its products as lifestyle collections targeted to men and women who seek classic American styles.

Camaieu (France): Camaieu designs and markets women's clothing. The Company caters primarily to women between the ages of 20 and 40. It retails its clothing through Camaieu stores located in town centres and shopping centres. Some of the stores are franchised.

Cherokee Inc (USA): Cherokee Inc. markets and licenses Cherokee and Sideout brand products. The Company has licensing agreements worldwide in a range of categories, including family apparel and fashion accessories, as well as luggage, cosmetics, and footwear.

IC Company A/S (Germany): IC Company A/S designs and markets functional and leisure clothing for women and men. The Company sells a its products under the brands of Peak Performance, Jackpot, InWear, Martinique, PartTwo, and Cottonfield. IC products are sold in company owned retail shops, as well as in clothing stores and specialty shops throughout Europe, North America, and Asia.

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The Directors
GLG Corp Ltd
Level 5, 33 York St
Sydney NSW 2000

18 October 2005

Dear Sirs

TAXATION REPORT

Certain terms used in this report are those as defined in the Prospectus or otherwise take on their ordinary meaning.

This report has been prepared by Deloitte Growth Solutions Pty Limited ("Deloitte") for inclusion in the GLG Corp Ltd ("GLG") Prospectus in relation to an offer to the public for shares to be dated on or around 8 November 2005.

The report does not address all the taxation consequences of ownership of ordinary shares in GLG. Rather, it represents a general outline of the Australian and Singapore income tax and indirect tax consequences of buying, holding and disposing of shares in GLG by an investor that is a resident, for tax purposes, in either Australia or Singapore.

The report does not address the taxation treatment for shareholders resident in neither Australia or Singapore, and nor does it comment on the tax consequences for investors that are in the business of trading or dealing in shares.

The tax consequences that apply to an investor may differ from the general comments provided below, as the particular circumstances of each investor may vary. We strongly recommend that investors seek independent tax advice based on their own particular circumstances.

Limited Scope of this Opinion

This opinion is based upon the current drafting and interpretation of the tax laws and associated regulations.

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This opinion has been given on the basis that GLG's activities will be carried out in the manner described in the Prospectus and other associated documents. The opinion should be read in conjunction with the Prospectus and its associated documents. In providing this opinion we have relied on the facts set out in the Prospectus and these facts have not been independently verified or reviewed by Deloitte other than as stated in the Investigating Accountants Report and Review of Director's Financial Forecast.

Investors should be aware that the taxation laws of Australia and Singapore are complex and hence the comments provided in this report are, of necessity, general in nature. Investors should also be cognisant that any changes to the legislation or judicial interpretation of the legislation may affect their investment. Investors should seek independent taxation advice in relation to their personal circumstances.

General

We are advised that GLG is a company incorporated in Australia that holds, directly and indirectly, a number of subsidiaries located in Singapore and other jurisdictions outside of Australia. The operations of GLG are not conducted in Australia and it is not intended that operations be conducted in Australia.

Tax Residency of GLG

There are three alternative statutory tests of residency for companies under Australian Tax Law:

i) The company is incorporated in Australia ("Place of Incorporation Test");

ii) The company is carrying on a business in Australia and its central management and control is in Australia ("Place of Management and Control Test"); and

iii) The company is carrying on business in Australia and its voting power is controlled by shareholders resident in Australia ("Residence of Controlling Shareholders Test").

Only one of the above tests must be satisfied in order for a company to be characterised as a resident of Australia for tax purposes.

In broad terms, because GLG is incorporated in Australia, it is an Australian resident for Australian income tax purposes except for limited purposes covered by the Australia/Singapore Double Tax Agreement ("the DTA").

Singapore Tests of Residence for Companies

Generally, control and management of a company's business is vested with its board of directors and for Singapore tax purposes, the place of residence of a company is determined to be the place where the management and control of the company is exercised. In this respect, GLG, a company incorporated and listed in Australia, will be considered as "resident in Singapore" for Singapore income tax purposes as we understand that the control and management of its business will be exercised in Singapore.

Double Tax Agreements

Because GLG is a resident of Australia for domestic tax purposes, it is necessary to refer to the Australia/Singapore DTA. Broadly speaking, the provisions of the DTA will override the domestic tax law in respect of matters covered by the DTA. Under the DTA, where a company is considered to be a resident of both Australia and Singapore under those countries' domestic law, the DTA deems residency to be located in the country where central management and control of the company is exercised. Therefore, on the basis that GLG may be considered to be a resident of Australia due to its place of incorporation, and a resident of Singapore due to its central management and control being situated in Singapore, under the articles of the DTA, GLG will be taken to be solely a resident of Singapore, and not an Australian resident for these limited purposes.

However, as the DTA reserves Australia's right to tax gains of a capital nature, GLG will still be considered to be a resident company for Australian capital gains tax ("CGT") purposes.

Australian Investor

An investor that is a tax resident of Australia is generally required to include in assessable income all income derived directly or indirectly from all sources, whether in or out of Australia, for the relevant income year. This will include dividend income and capital gains, regardless of the source of such income. This is subject to any exemption that may be available to a particular investor.

Dividends

Australian Taxation

On the understanding that GLG will have no operations in Australia, dividends paid to Australian resident shareholders will not have any Australian imputation credits attached to them and will therefore be unfranked and assessable in full.

Singapore Taxation

Singapore does not impose withholding tax on the payments of dividends paid from a Singapore company (for the purposes of the DTA) to an Australian resident shareholder.

Disposal of shares

Australian Taxation

The disposal of shares in GLG by an Australian tax resident investor will generally be subject to Australian CGT.

Subject to the availability of the CGT discount discussed below, the capital gain is calculated by subtracting the cost of the shares plus any other incidental costs arising from the share acquisition (such as brokerage fees) and ownership (such as non-deductible interest) from the proceeds received from the disposal of the shares. The applicable tax on the capital gain will depend on the type of investor. For example, an Australian tax resident individual investor will be taxed at his or her marginal tax rate and an Australian tax resident company will be subject to tax at the corporate tax rate (currently 30%).

Where a shareholder has held a CGT asset (i.e. GLG shares) for at least 12 months, the resulting net capital gain may be reduced by the CGT discount percentage for particular investors. The discount percentage for individuals is 50%, while the discount percentage for complying superannuation funds is 33% (these rates will

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apply where the individual or complying superannuation funds holds its investment via certain types of trusts). Corporate investors are not eligible for the CGT discount.

In the event that an investor holds their shares in GLG as a revenue asset such as trading stock, any gain resulting from a sale of the shares should be subject to tax as ordinary income at their applicable rate of tax. As such, the CGT discount would not apply.

Any CGT loss incurred in respect of the disposal of the shares is effectively quarantined and can only be offset against capital gains derived in the same or later tax year.

Singapore Taxation

The gain derived by an Australian tax resident investor from the disposal of the shares in GLG should not be taxable in Singapore, provided the gain is capital in nature.

If the investor is regarded as carrying on a trade or business of dealing in shares in Singapore, such gains would be taxable as trading gains.

Pay As You Go ("PAYG")

Australian Investors

The PAYG provisions require Australian investors to include dividends in their Business Activity Statement returns.

Singapore Investors

Singapore investors should not have any reporting requirements in relation to PAYG.

Singapore Investor

Income received by Singapore resident investors would be treated as follows:

Dividends

Australian Taxation

Dividends paid to Singapore resident shareholders should not attract any Australian income tax. Where GLG pays a dividend to Singapore resident shareholders that were previously exempt under section 23AJ of the Australian Tax Law, no withholding tax should be payable on that amount to the extent that Foreign Dividend Account credits are attached to those dividends.

On the understanding that GLG's only income will be non-assessable income from subsidiaries resident outside of Australia, no Australian income tax or withholding tax should be payable by Singapore resident shareholders.

Singapore Taxation

Dividends paid by a Singapore resident company (for the purposes of the DTA) would be considered as sourced from Singapore. There is no withholding tax on the payment of dividends from a Singapore resident company (for the purposes of the DTA) to a Singapore resident shareholder.

Singapore adopts the territorial basis of taxation. Singapore resident corporate taxpayers are generally subject to Singapore income tax on:

(i) income accruing in or derived from Singapore; and
(ii) foreign income received or deemed received in Singapore.

Dividends received from the Singapore tax paying company could either be franked dividends, tax exempt (1-tier) dividends or normal exempt dividends and the Singapore income tax implications to the Singapore resident shareholder are as follows:-

(a) <u>Franked Dividends</u>

Franked dividends paid to Singapore resident shareholders would be liable to tax in Singapore at the corporate tax rate. Shareholders would not have to pay any additional Singapore tax as the tax on the dividend is netted off against the tax credit (tax has been deducted).

(b) <u>Tax Exempt (1-tier) Dividends</u>

Singapore changed to a new one-tier system with effect from 1 January 2003. Under the one-tier system, the tax on corporate profits is final and GLG dividends paid under the one-tier system (referred to as tax exempt (1-tier) dividends) will be tax exempt in the hands of Singapore shareholders.

To enable companies to make use of the unutilised dividend franking credits, a five-year transition period (from 1 January 2003 to 31 December 2007) was introduced to enable such companies to pay franked dividends out of their unutilised dividend franking credits.

In view of the above, the tax exempt (1-tier) dividends received by the Singapore resident shareholder would be exempt from tax in the hands of the shareholder.

(c) <u>Normal Exempt Dividends</u>

These types of normal exempt dividends would also be exempt from tax in the hands of the Singapore resident shareholder.

Disposal of Shares
<u>Australian Taxation</u>
Where GLG is a public company for Australian taxation purposes, gains derived by a Singapore resident shareholder from the sale of shares in GLG should be subject to Australian CGT where the investment of the relevant shareholder (together with any associates) is at least 10% of the issued capital in GLG. Investment levels below

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this threshold should not have the necessary connection with Australia and therefore should not be subject to Australian CGT.

It should be noted that, under Australian tax law, a listed company will not be regarded as a public company where 20 or fewer persons (together with associates) hold, or have the right to hold, at least 75% of the shares in the company. Therefore, where GLG remains closely held, it will be deemed to be a private company for Australian taxation purposes. As a result, gains derived from the sale of any shares in GLG by Australian non-residents will be subject to Australian CGT, regardless of the respective ownership percentage, that is, the 10% threshold referred to above will not be applicable.

We note that the Australian Government recently announced their intention to amend the CGT legislation to exempt capital gains derived by non-residents from the sale of Australian shares, except where the Australian company's assets principally comprise Australian real estate interests. Therefore, non-resident shareholders of GLG who dispose of their shares after the enactment of these proposals should not be subject to Australian CGT.

Singapore Taxation

Singapore does not impose tax on capital gains. Therefore any gains arising from the disposal of GLG shares should not be subject to tax in Singapore if these were held for long-term investment purposes. However, the acquisition and disposal of investments by certain investors, in particular financial institutions, may be part of their normal business activities and in these circumstances, the gains or losses arising therefrom may be taken into account for Singapore income tax purposes.

Other Taxation Related Matters

In addition to the above, the following matters should be considered.

Goods and Services Tax ("GST")

The acquisition, holding and disposal of shares in Australia are exempt from GST in Singapore and input taxed in Australia.

Australian Investor

GST on costs associated with acquisition and disposal of shares in Australia are generally not eligible for input tax credits.

Singapore Investor

Shares are treated as exempt supplies for GST purposes in Singapore. However as the shares will be transacted in Australia, such transactions will be considered as out of scope supplies for Singapore GST purposes.

Stamp Duty

Australian Investor

No stamp duty is payable in Australia by a shareholder in connection with the issue, purchase, transfer, conversion or redemption of ordinary shares in GLG.

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Singapore Investor
There is no Singapore stamp duty payable in respect of the new issuance of shares if no instrument of transfer is executed or the instrument of transfer is executed outside Singapore. However, stamp duty would be payable if the instrument of transfer which is executed outside Singapore is received in Singapore.

Since the shares will be Australian shares and presumably executed and transferred in Australia, Singapore stamp duty will not be applicable unless the transfer document is brought into Singapore.

Other Taxes
Australian Investor
Under current Australian law, there are no estate duties or other inheritance taxes payable in respect of the transmission of ordinary shares upon the death of a shareholder.

Singapore Investor
For individuals not domiciled in Singapore, Singapore estate duty is chargeable on immovable assets located in Singapore, subject to specific exemption limits. "Movable" assets of non-domiciled individuals will be exempt from estate duty irrespective of where they are located.

For individuals domiciled in Singapore, estate duty is imposed on the value of most immovable property situated in Singapore and on most movable property wherever situated subject to specific exemption limits.

Singapore investors of shares in GLG who are individuals, whether or not domiciled in Singapore, should consult their own tax advisors regarding the Singapore estate duty consequences of their investments.

Tax File Numbers ("TFN") and Australian Business Numbers ("ABN")
TFN's and ABN's will be required to be provided by Australian resident investors, as GLG is a resident of Australia.

In providing this report Deloitte does not in any way endorse the investment or recommend participation in the acquisition of shares in GLG. Deloitte gives no assurance or guarantee in respect of the successful operational performance of the investment described in the Prospectus and any related material.

Yours faithfully

Simon Lester
Director
Deloitte Growth Solutions Pty Ltd

11 Risk Factors

Prior to applying for Shares, potential Shareholders should consider whether an investment in GLG is suitable for them. Potential Shareholders should be aware that there are risks associated with investing in GLG, many of which are outside the control of GLG.

The main specific risk factors associated with an investment in GLG are listed below. However, the list may not be exhaustive. Other less significant or less probable factors may also impact the financial performance, the financial position or the cash flow of GLG. Should any or all of these risk factors materialise, the value of the Shares of GLG may be adversely affected. Consequently, potential Shareholders should read this Prospectus in its entirety and, if necessary, consult their professional advisers prior to making an investment in GLG.

11.1. Business Risks

Reliance on the USA Market

The USA market accounted for more than 95% of the Business' revenues for year ended 31 December 2004. With the phasing out of the textile quota system, USA retailers will now be able to source their products from any supplier in the world. This may increase the level of competition between suppliers, which could result in GLG losing business. In the event that GLG is a net loser of business this may have an adverse effect on GLG's margins and profitability.

There have been several important mergers amongst US retailers including amongst the Business' customers. Whilst there is little risk of the Business losing orders as a result of such mergers, the number of customers of the Business has been reduced. It is possible that a concentration of customers can cause dependency, increasing the risk of customers being able to negotiate lower prices and more favourable terms.

Competition from Industry Players

The industry in which GLG operates is very competitive. If GLG's quality, product design and development, technology, services and/or price competitiveness are adversely impacted, GLG's business, profitability and prospects may be affected.

The Business exports apparel primarily to the USA and its customers are the leading retailers who span across the main retail segments of department stores, mass merchants and specialty retailers. As such, GLG has identified its competitors as global manufacturers who compete with it in supplying to the same customer base. They are as follows:

Competitors	Country of Operation
United International Corp.	Taiwan
Maxlin Garments Sdn. Bhd	Malaysia
Gimmill Industrial (Pte) Ltd	Singapore
Sae-A Trading Co. Ltd.	Korea
Hansoll Textile, Ltd.	Korea

Dependence on Existing Major Manufacturers

Ghim Li Global Pte Ltd has entered into long term outsourcing agreements with manufacturers that require those manufacturers to not manufacture apparel for any other party. Ghim Li Global Pte Ltd may use another manufacturer if it receives a better offer. Despite the favourable terms of the outsourcing agreements, there is a risk that should those manufacturers be unable to accept an order, due to capacity constraints or otherwise, GLG will be unable to source the manufacture of apparel on commercial terms in the timeframes required by its customers. This is because of the lead-time involved in ensuring that manufacturers have the requisite quality and assurance processes in place.

There is also a possibility that manufacturers do not deliver apparel on time or do not manufacture apparel to the quality standards required by the Business' customers. This may effect GLG's reputation, adversely effecting orders.

Uncertainties Relating to GLG's Expansion Plans

As noted in this Prospectus, GLG will be making significant investments in EDI and other systems in order to meet the new demands of customers. However, there is no certainty that there will be higher volume demand or that any high volume demands will be sustained. There is no certainty that GLG's suppliers can improve turnaround time notwithstanding new control systems. There is also no guarantee that customers will not wish to take back control of the stocktaking (via inventory) and replenishment of their stores.

There is also a possibility, with GLG's significant dependence on electronic software and other systems, of disruption to the power or IT networks. This may result in a large backlog of orders or temporary lack of communication between Operating Companies, Approved Manufacturers and customers. There is no guarantee that this would not significantly impact on the current and future business of GLG, with cancellation of orders or lost or delayed stock.

Reliance on Executive Directors and Key Executives

The Company is dependent on its existing executive Directors and key executives. Whilst these existing executive Directors and key executives have all signed new service contracts with Ghim Li Global Pte Ltd, it is not possible to guarantee that they will not leave GLG. The loss of any executive Director and/or key executive without any timely replacement could have an adverse effect on GLG's operations and profitability.

11.2. Country Risks

The Risk Environment of Countries GLG Operates In

The Directors consider Singapore to be a low operating risk environment. However, as a global player, GLG has sourcing offices, marketing offices and contract manufacturing suppliers in many countries. Adverse changes in the economic, social, legal and political conditions in these countries could have an adverse effect on the business and financial position of GLG.

The Company is subject to local regulations that prevail in each of the jurisdictions it operates in. From time to time, changes and/or implementation of the laws and regulations may require GLG to obtain additional approvals and/or licences and/or incur additional costs. Should such an event take place, GLG's ongoing business costs may rise.

New Trade Restrictions

The Company's business will be affected should there be any changes in the trading relationship between countries from which GLG sources its products and the USA. Any imposition, by or against any of those countries, whether by direct or indirect means, of quotas, duties, tariffs, trade embargoes or any trade barriers could have an adverse effect on the operations and performance of GLG.

Product Liability

The Business' current main market is the USA. The Company is therefore subject to USA regulations covering manufactured consumer products. As such, GLG may be liable for claims in respect of death, bodily injury or illness of any person arising from the supply, purchase and use of apparel supplied by GLG. Where required by customers, GLG takes out product liability insurance to guard against such liability. However, there can be no assurance that the insurance coverage will be adequate to indemnify it against all liabilities. There is also no assurance that expenses incurred to defend such claims would be recoverable.

Legal Compliance Guidelines Set by Customers

The Company's customers set certain criteria in relation to legal, social and ethical standards to be observed in the manufacture of their products. Any failure by GLG's outsourcing network or GLG's contract manufacturers to observe such standards may result in shipments being rejected and/or a loss of business, and of reputation.

External Factors

The outbreak of Severe Acute Respiratory Syndrome ("SARS") in 2003 did not significantly affect the Business due to its diversified sourcing network. However, any occurrence of viral outbreaks or other diseases, such as Avian Flu, in the future in any of the locations from which GLG sources its products could adversely affect the operations and performance of GLG if the workforce in those locations is affected by such an event.

The Company conducts business in many countries. In the past several of these countries have been exposed to extreme weather factors – such as tsunami, earthquake, mudslide etc. – which may cause significant disruption to supply or production operations.

11.3. Financial Risks

Foreign Currency Risk

Business revenue and a significant proportion of the Business' costs are denominated in US dollars ("US$"). Notwithstanding that there is a natural hedge between revenues and purchases, the Business has costs and expenses denominated in other currencies.

The Company's Share price is denominated in A$ but its functional and reporting currency is US$. Any significant fluctuations in the US$ against the Australian dollar could result in significant fluctuations in the Company's Share price.

The Company's consolidated financial statements are presented in US$ while the financial statements of some of its overseas subsidiaries are presented in their respective local currencies. Hence, the depreciation of the respective local currencies relative to the US$ would result in a translation loss on consolidation which is taken directly to Shareholders equity.

Credit Risk

As at 30 June 2005, trade receivables were US$10.7 million (A$14.3 million) and accounted for approximately 40.0% of total assets before the Offer. The financial position and profitability is therefore dependent on the credit worthiness of customers. The Business extends credit selectively and actively manages collections. Bad and doubtful debts in 2002, 2003 and 2004 were very modest. However, there is no assurance that there will be no material bad debts in the future.

Tax Risk

The Business is subject to the tax regimes of the countries in which its' operations are located.

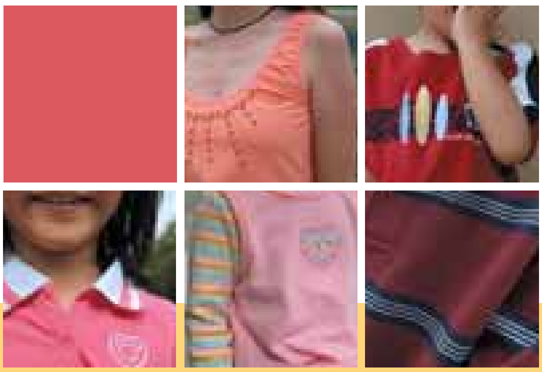
While GLG is not aware of any change in any of its current tax positions, changes in the tax laws and regulations or their interpretation or application could adversely affect the tax liabilities of GLG. There is also no assurance that current concessions or incentives or exemptions will be renewed upon their expiration date.

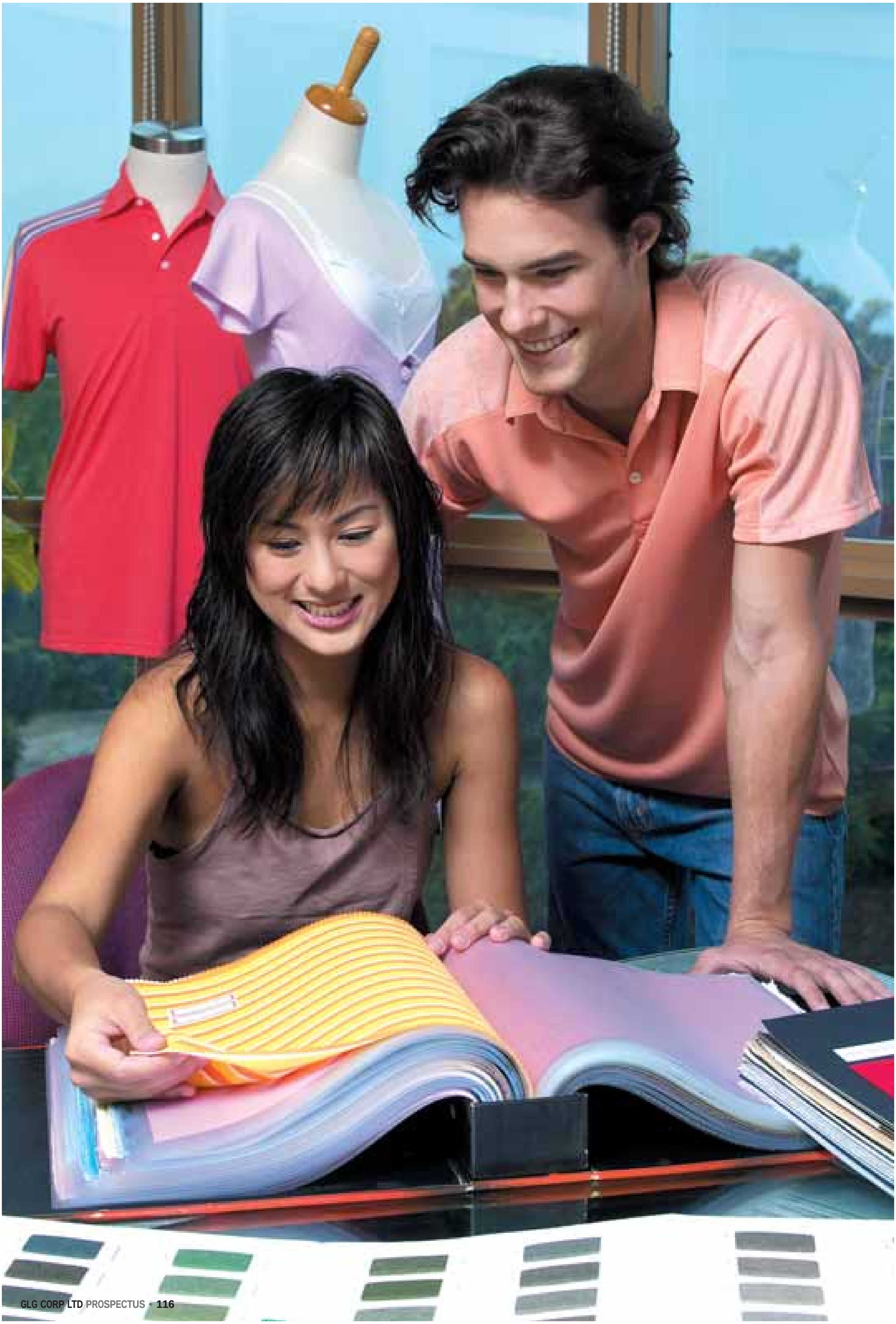
Trade Finance Risk

The Business uses trade finance to conduct its operations and has a number of facilities available to it (see section 12.7.3). Each of the trade finance facilities are provided at the bank's discretion and may be generally terminated without notice with any sums owing made due and payable. The loss of any trade finance facility without timely replacement could have an adverse effect on GLG's operations and profitability.

11.4. General Market Risk

The Shares will be listed on ASX, where their price may rise or fall. The profits, dividends and return on capital of GLG are not guaranteed and may rise as well as fall. These and other factors could impact the price of the Shares as could external developments such as the performance of overseas stock markets, local and international economic activity, exchange and interest rates and many other macroeconomic or socio-political developments.





12 Additional Information

12.1. Incorporation

GLG Corp Ltd ACN 116 632 958 was incorporated in Victoria on 12 October 2005. As at the Prospectus Date, GLG has 1 ordinary Share on issue which is held by the Vendor. The share structure of GLG after the Offer, and after NPAT for FY2006 is known, is described in section 3.1.

12.2. Subsidiaries

GLG has the following subsidiaries as at the date of this Prospectus:

- Ghim Li International (S) Pte Ltd, which in turn owns;
  - Ghim Li Delaware Corporation Inc.;
  - Escala Guatemala S.A.
  - GHz Technologies Holding Pte Ltd, which in turn owns
    - GHz Technologies Pte Ltd.

Of the 500 shares in the issued capital of Escala Guatemala, S.A., Estina Ang owns 1 share on trust for Ghim Li International (S) Pte Ltd.

GLG is currently in negotiations with the proprietors of the "garment expert" software, which may include selling up to 30% of GHz Technologies Pte Ltd.

Neither GLG nor any of its subsidiaries have traded as at the date of this Prospectus. At completion of the Acquisition (see section 12.7.1), GLG will also have the following wholly-owned subsidiaries, which conduct the Business:

- Ghim Li Enterprise (USA) Inc.;
- Best Apparel Sourcing Corp;
- Ghim Li Global International Ltd (save only 1 share which will be beneficially held on trust for GLG);
- Ghim Li Global Pte Ltd; and
- GG Textile Co. Pte. Ltd.

12.3. Controlling Shareholder

On Completion of the Acquisition and close of the Offer, the Vendor will beneficially own between 75% and 85% of GLG. Should the full amount of 6.5 million additional Acquisition Shares be issued to the Vendor because NPAT for FY2006 meets or exceeds A$12.4 million, the Vendor will own between 77% and 86.1% of GLG at that time, assuming no other Shares are issued in the interim.

The Vendor is ultimately owned by Estina Ang (88.7%) and her daughter, Surina Gan (10%).

12.4. Restriction Agreements

All Shares beneficially owned by the Vendor as at the date GLG is admitted to the Official List of ASX are subject to voluntary escrow for a period of 12 months from the date on which GLG is admitted to the Official List of ASX. However, the Vendor may transfer up to 500,000 of its Shares to its employees or those of the Business, provided that each such employee agrees to 12 months voluntary escrow.

All Shares beneficially owned by Entelechy as at the date GLG is admitted to the Official List of ASX are subject to voluntary escrow for a period of 6 months from the date on which GLG is admitted to the Official List of ASX.

Both restriction agreements materially reflect the terms and conditions of Appendix 9A of the Listing Rules.

12.5. GLG's Constitution

The Constitution of GLG may be inspected during business hours at the offices of Gadens Lawyers at Level 13, 77 Castlereagh Street, Sydney NSW 2000.

The full rights and liabilities attaching to the ownership of the Shares are detailed in GLG's Constitution. A summary of the rights attaching to the Shares and certain provisions of the Constitution are set out below. This summary is not intended to be exhaustive.

Investors should also be aware that the Act, ASX Listing Rules, ASTC Settlement Rules and the general law contains provisions which may have an impact on the rights attaching to the Shares. Where the Constitution omits any provision required under the Listing Rules, the Constitution is deemed to contain such a provision and the Constitution is deemed not to contain any provision inconsistent with the Listing Rules.

12 Additional Information

Share Capital

GLG has on issue one class of Shares, being fully paid ordinary Shares. All Shares issued pursuant to this Prospectus are fully paid ordinary Shares in the capital of GLG, ranking equally with all other issued Shares.

All Shares, subject to the Constitution and to the terms of issue, attract the following rights:

- the right to receive notice of and to attend and vote at all general meetings of GLG;
- the right to receive dividends; and
- the right to participate equally in the distribution of the assets of the Company in a winding up or a capital reduction, subject to unpaid amounts on Shares, and to the terms of the capital reduction.

GLG may issue preference shares which confer on the holder a right to receive a preferential dividend. The rights which are attached to preference shares may include a preferential right to dividends and certain priorities on redemption of shares and in a winding up. Holders of preference shares have the same rights as holders of Shares in relation to receiving notices, reports and audited accounts, and attending general meetings of GLG.

Subject to the other provisions of the Constitution, the Act and ASX Listing Rules, the Directors may issue or grant options over or otherwise dispose of Shares on such terms and conditions and having such preferred, deferred or other rights as the Directors think fit.

Variation of Rights

If at any time the capital of GLG is divided into different classes, the rights attached to the shares of any class may only be varied by special resolution of GLG and the written consent of the holders of 75% of the shares in that class. Rights may also be varied by a special resolution passed at a meeting of the holders of the shares of that class.

Transfer of Shares

Shareholders may transfer Shares by a written transfer instrument in the usual form or any form approved by the Directors or ASX, or by an electronic transfer conducted in accordance with the ASTC Settlement Rules and ASX requirements. No fee will be charged by GLG on the transfer of Shares.

The Directors may, to the extent permitted by the law, waive all or any of the requirements in the Constitution in relation to the transfer and transmission of shares.

The Directors must refuse to register a transfer of Shares where required to do so by ASX Listing Rules, the Act or the ASTC Settlement Rules. The Directors may also, if permitted by ASX Listing Rules and the ASTC Settlement Rules, apply a holding lock to prevent a transfer of Shares.

General Meetings

The Directors may convene a general meeting whenever they think fit. General meetings may also be called as requested by the Shareholders or as ordered by a court under sections 249 D, E, F and G of the Act.

A Notice of General Meeting must be given in accordance with the Act and must specify the place, date and time of the meeting, the general nature of the business to be transacted at the meeting, information regarding a Shareholder's right to appoint a proxy, and if a special resolution is to be proposed at the meeting, the text of the special resolution.

A quorum is met with 2 Shareholders present at the time when the meeting proceeds to business.

Voting

Subject to the Constitution and any rights attached to the shares, every Shareholder present in person at a meeting of the Shareholders of GLG or by proxy, representative or attorney has one vote on a show of hands, and, on a poll, one vote for each share held. In the case of an equality of votes, the Chairman of the meeting, in additional to his or her deliberative vote, has a casting vote.

Dividends

GLG's Directors may pay any interim and final dividends to the Shareholders as, in their judgement, the financial position of GLG justifies.

Winding Up

Subject to the rights attaching to any Shares on a winding up of GLG, all surplus assets that may be legally distributed among the Shareholders will

be distributed to Shareholders in order to return capital paid up on their Shares and in proportion to the number of Shares held by them.
If the Company is wound up, the liquidator may with the sanction of a special resolution divide amongst the Shareholders the whole or any part of the assets of GLG. The liquidator may set the value on any property to be so divided and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

Alteration of Constitution

The Constitution can only be amended by a special resolution passed by at least 75% of Shareholders present and voting at the general meeting. At least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

12.6. Directors and Key Management Staff

12.6.1 Remuneration of Directors

The payment of remuneration and other benefits to Directors may be determined from time to time by the Board and in accordance with the Act and ASX Listing Rules.

The remuneration of non-executive Directors may not exceed in aggregate in any financial year the amount fixed by GLG in general meeting for that purpose. Presently, the maximum amount payable to the non-executive directors of GLG is A$300,000 per year. Sam Weiss is paid A$75,000 per annum as deputy Chairman, and both Christopher Chong and Ernest Seow are paid A$30,000 each per annum.

In addition, the Vendor has agreed to assign 300,000 Shares to an escrow agent on or before 11 October 2006. Each independent Director is entitled to receive up to 100,000 Shares for nil consideration, receivable as follows:

Upon the first anniversary of their appointment	33,333 Shares for 1 year's continuous service as a Director;
Upon the second anniversary of their appointment	33,333 Shares for 2 year's continuous service as a Director; and
Upon the third anniversary of their appointment	33,334 Shares for 3 year's continuous service as a Director.

Each executive director of GLG has entered into a Service Agreement individually with Ghim Li Global Pte Ltd. They are not remunerated separately for being a Director or executive of GLG or other Operating Companies. Under their respective terms of engagement, all executives:

- commenced their terms as an executive of Ghim Li Global Pte Ltd on 1 January 2005, for a 3 year term, and thereafter their engagement automatically continues for year to year, unless their Service Agreement is terminated;
- covenanted to not compete against GLG's operations for a period of 12 months after cessation of employment with Ghim Li Global Pte Ltd;
- agree that either party may terminate their Executive Service Agreement by giving 3 months' written notice. In addition, Ghim Li Global Pte Ltd may without prior notice terminate their Service Agreements under certain conditions, for example, if the executive commits a serious breach of his or her obligations, or is guilty of grave misconduct in the discharge of his or her duties, or becomes bankrupt.

The service agreements contain otherwise standard terms, including with regard to each executive's duties, Ghim Li Global Pte Ltd owning intellectual property created by its executives, confidentiality, entitlements to minor benefits in addition to their remuneration, and devoting substantially the whole of their time and attention during business hours to the discharge of their duties.

Each GLG executive Director has the following roles in the Company and are remunerated as follows:

Estina Ang Suan Hong, Executive Chairman

Ms Ang is the Executive Chairman of GLG. She receives A$462,000 per annum, which is reviewed by the Nomination and Remuneration Committee annually with reference to the progress of GLG. Ms Ang may also be entitled to an annual bonus determined by the Nomination and Remuneration Committee of the Board, in its absolute discretion.

Soh Guan Kiat, Chief Executive Officer

Mr Soh is the Chief Executive Officer of GLG. He receives A$231,000 per annum, which is reviewed by the Nomination and Remuneration Committee annually with reference to the progress of GLG. Mr Soh may also be entitled to an annual bonus determined by the Nomination and Remuneration Committee, in its absolute discretion.

Eu Mun Leong, Chief Financial Officer

Mr Eu is the Chief Financial Officer of GLG. He receives A$120,000 per annum, which is reviewed by the Nomination and Remuneration Committee annually with reference to the progress of GLG. Mr Eu may also be entitled to an annual bonus determined by the Nomination and Remuneration Committee, in its absolute discretion.

12.6.2 Service Agreements with Key Management

GLG has 3 key managers, as follows:

- Agnes Ng Moi Ngw, Chief Operating Officer – Textiles;
- Surina Gan Meng Hui, Chief Marketing Officer;
- Peter Tay Teck Keng, Chief Operating and Business Development Officer.

Each of these key managers have entered into a service agreement with Ghim Li Global Pte Ltd, the general terms of which are not materially different to those of the executive Directors described in section 12.6.1 above, save only that Mr Tay joined Ghim Li Global Pte Ltd on 10 October 2005 and, as such, his 3 year term commences on that date.

Each key manager receives from A$127,000 to A$139,000 per annum, reviewed by the CEO or the Chairman annually with reference to the progress of GLG. Each may also be entitled to an annual bonus determined by the CEO or the Chairman, reviewed by the Nomination and Remuneration Committee, and approved by the Board at the Board's absolute discretion.

12.7. Material Contracts

12.7.1 Acquisition

12.7.1.1 Acquisition Agreement

On 9 November 2005, the Vendor and GLG entered into the Acquisition Agreement. The Vendor agrees to sell, free from encumbrances, all of the issued capital in the following companies to GLG:

- Ghim Li Global Pte Ltd;
- Ghim Li Global International Ltd;
- GG Textiles Co. Pte. Ltd.;
- Ghim Li Enterprise (USA) Inc.; and
- Best Apparel Sourcing Corp

GLG agrees to issue 2 tranches of Shares to the Vendor, or its nominees, as consideration for the Acquisition of the Operating Companies. The first tranche of Shares is 58.5 million Shares plus the difference, if any, between the Minimum Subscription and the Maximum Subscription. The first tranche of Shares must be issued upon completion. The second tranche of up to a maximum of 6.5 million Shares is payable in the event that audited NPAT for FY2006 exceeds A$11.4 million. GLG must issue the Vendor 6.5 Shares for every A$1 that audited NPAT for FY2006 exceeds A$11.4 million, up to a maximum of A$12.4 million. The second tranche of Shares must be issued within 5 business days of the audited NPAT for FY2006 being determined.

The Vendor has nominated a number of nominees to hold Shares for the benefit of the Vendor, except for Entelechy, which is not a related party of the Vendor. The Vendor will assign to Entelechy 2.95 million Shares at completion of the Acquisition Agreement.

GLG agrees to procure that its wholly owned subsidiary, Ghim Li International (S) Pte Ltd, assumes full liability for the repayment of no more than US$19 million in debt owed to another of its wholly owned subsidiaries, Ghim Li Global Pte Ltd. GLG indemnifies the Vendor and procures that Ghim Li Global Pte Ltd releases the Vendor for all liability for repayment of this debt.

Completion of the Acquisition Agreement is subject to a number of conditions precedent, including the following:

- all necessary governmental consents are received;
- Ghim Li International (S) Pte Ltd, together with its subsidiaries, have been acquired;
- the Minimum Amount is raised; and
- there is no material adverse change to the financial or trading position or prospects of the Operating Companies.

GLG, having not yet traded, provides limited warranties to the Vendor. The Vendor has provided warranties to GLG concerning the Operating Companies. The warranties are made both at the date of the Acquisition Agreement and the date of completion of the Acquisition Agreement. The Vendor is liable for a breach of warranties until the first anniversary of date of completion of the agreement for up to a maximum liability of the amount raised under the Offer. Any amount payable by the Vendor for a breach of warranties must be paid to GLG for the benefit of Shareholders not associated with the Vendor.

The Vendor is restrained for a period of up to 24 months from the date of completion from engaging in the business of supply chain management.

The Acquisition Agreement may be terminated in limited circumstances, including for a material change to the Business or the Operating Companies.

12.7.1.2 Trademark Licencing Agreement

On 9 November 2005, GLG entered into a Trademark licence agreement with the Vendor in respect of the mark "Ghim Li" and the Logo. The Vendor agrees to provide GLG a non-exclusive, irrevocable, transferable licence to use the trademarks worldwide for nominal consideration. The licence can only be terminated for a material default in the performance of an obligation under the agreement.

The trademarks the subject of the trademark licence agreement are not registered. The Vendor has made application to register the trademarks in Australia and has agreed to register the trademarks in the various jurisdictions in which it conducts business.

12.7.2 Relationship with Customers

There are no formal written contracts between the Business and its customers for the sale of products. The Business sells its products to its customers on a purchase order and invoice basis in the ordinary course of business. These form a class of contracts as a whole that is material to the Business for the following customers:

Wal-Mart Stores, Inc.;

Eddie Bauer, Inc.;

Target Corporation;

Federated Department Stores, Inc. (including as buying agent for Aeropostale);

Foot Locker Retail Inc.;

May Department Stores International, Inc; and

Sears, Roebuck & Co.

Each purchase order is issued on the standard terms and conditions of each customer.

12.7.3 Banking Facilities

The principal operating subsidiary of the Operating Companies, Ghim Li Global Pte Ltd, has financing or banking arrangements that make available to it an aggregate credit amount of approximately US$100 million. The facilities are primarily for trade financing (letters of credit, trust receipts, shipping guarantees, export bills), but also provide overdraft and foreign exchange facilities. The facilities are provided to Ghim Li Global Pte Ltd from 11 different banks.

Each of the facilities is secured by:

- a corporate guarantee by the Vendor and/or its related bodies corporate;
- a personal guarantee by Estina Ang (for all but one);
- covenants, including negative pledges not to encumber any assets.

Each of these facilities may be generally described as short-term uncommitted facilities. They are given at each bank's discretion and may generally be terminated without notice, with any sums owing made due and payable.

Ghim Li Global Pte Ltd regularly seeks to improve the terms of its banking facilities.

Ghim Li Global Pte Ltd intends to renegotiate its banking facilities or negotiate new banking facilities on more favourable terms following the Offer. In particular, the Directors intend to seek a reduction of the security provided, including the release of guarantees.

GLIT Holdings Pte Ltd has issued a letter to GLG warranting that all trust receipt liabilities, amounting to US$12.58 Million as at the date of the Prospectus, will be assumed by GLIT Holdings Pte Ltd and its subsidiaries on a non-recourse basis.

Term loans

On 28 March 2005, Ghim Li Global Pte Ltd entered into a 5 year Loan Agreement for S$3 million with International Factors (Singapore) Ltd ("IFS"). The loan may be used for working capital purposes and is on standard terms.

The facility is secured by corporate guarantees by Ghim Li Holdings Co. Pte Ltd and the Vendor and a personal guarantee by Estina Ang.

IFS standard conditions apply. These include a negative pledge not to encumber any assets.

On or about 4 August 2005, Ghim Li Global Pte Ltd entered into an additional 5 year Loan Agreement with IFS for S$2.2 million on similar terms to the S$3 million loan described above.

12.7.4 Relationship with GLIT

Restructure

The Vendor entered into a share sale and purchase agreement with GLIT Holdings Pte Ltd with an effective date of 1 January 2005 to sell to GLIT Holdings Pte Ltd all shares the Vendor owns in 6 companies for US$6,804,037.50. The 6 companies are PT Ghim Li Indonesia, Jati Freedom Textile Sdn Bhd, Ghim Li Fashion (Malaysia) Sdn Bhd, Ghim Hong Fashion (Guangzhou) Pte Ltd, Ghim Li Lanka (Pvt) Limited and Estofel S.A. (together, "**GLIT**"). GLIT leases or owns factories in Brunei, China, Guatemala, Indonesia and Sri Lanka.

GLIT Holdings Pte Ltd undertakes not to sell, transfer or otherwise dispose of shares sold to it by the Vendor in any of the companies comprising GLIT.

Completion of this agreement has not occurred. Accordingly, whilst there is a contractual obligation to transfer the shares in the 6 companies, this has not yet occurred with respect to Ghim Hong Fashion (Guangzhou) Pte Ltd, Ghim Li Lanka (Pvt) Limited, and PT Ghim Li Indonesia. Completion is conditional on governmental approvals being received. However, until such time as these governmental consents are received, the Vendor is deemed to be holding the benefit of GLIT in trust for GLIT Holdings Pte Ltd.

On 18 August 2005, Ghim Li Global Pte Ltd entered into a loan agreement with GLIT Holdings Pte Ltd. Ghim Li Global Pte Ltd lent GLIT Holdings Pte Ltd US$6,804,037.50. The loan, together with interest and other expenses, is repayable in full on or before 1 January 2009. The loan was conditional on the Vendor providing a guarantee for the loan, and also on the Outsourcing Agreements and Logistics Services Agreements described below being entered into. The loan is otherwise made on commercial terms.

On 19 August 2005, Ghim Li Global Pte Ltd entered into a Deed of Guarantee with the Vendor. The Vendor guarantees the due and punctual payment of the debt in the amount of US$6,804,037.50 owed by GLIT Holdings Pte Ltd to Ghim Li Global Pte Ltd described above. Upon failure of GLIT Holdings Pte Ltd to make payment of any monies due under the loan, the Vendor must pay that amount to Ghim Li Global Pte Ltd, irrespective of whether Ghim Li Global Pte Ltd first took steps against GLIT Holdings Pte Ltd. The guarantee is on standard terms.

Outsourcing Agreements

During the first 4 months of 2005, Ghim Li Global Pte Ltd entered into an Outsourcing Agreement with each of the following parties: P.T. Ghim Li Indonesia; P.T. Best Apparel Bintan; Ghim Li Fashion (Malaysia) Sdn Bhd; Jati Freedom Textile Sdn Bhd; Ghim Li Lanka (Pvt) Limited; Estofel S.A.; Polly Apparel Pte. Ltd.; and GG Textiles Co. Pte. Ltd. (each a "Manufacturer") with an effective date of 1 January 2005.

Under each of these 8 Outsourcing Agreements, Ghim Li Global Pte Ltd appoints the Manufacturer to manufacture apparel. Ghim Li Global Pte Ltd specifies the country of manufacture. The Manufacturer appoints Ghim Li Global Pte Ltd to provide certain services such as order commercialisation services, procurement services, management services and factory management services.

Ghim Li Global Pte Ltd shall pay to the Manufacturer an amount equal to 90% of the payment to be received by Ghim Li Global Pte Ltd from its customers for the apparel. This amount is reduced by any amounts paid to third parties and any finance charges incurred by Ghim Li Global Pte Ltd in procuring fabric and accessories for the manufacturing of the apparel. Ghim Li Global Pte Ltd is to make payment to the Manufacturer within 14 days of receiving shipping documents from the Manufacturer.

Delivery of product is to Ghim Li Global Pte Ltd's premises by the delivery date specified by Ghim Li Global Pte Ltd. If the delivery date is missed, Ghim Li Global Pte Ltd may rescind the order, or if it does not, the Manufacturer may transport the apparel by airfreight at the Manufacturer's cost.

Each Manufacturer shall at its own expense maintain stock for at least 1 month's forward orders at all times.

Each Manufacturer warrants the quality of the apparel and indemnifies Ghim Li Global Pte Ltd in respect of loss in connection with the apparel.

Each Manufacturer warrants not to manufacture apparel for any other party. Ghim Li Global Pte Ltd warrants to neither contract for the manufacture of apparel nor provide its services to another party in a country where the Manufacturer has a manufacturing facility, unless it receives a better offer, the Manufacturer has failed compliance and quality requirements or production capacity is exceeded.

The Outsourcing Agreement has a term of 5 years, renewable for a further period of 5 years at the sole and absolute discretion of Ghim Li Global Pte Ltd.

Ghim Li Global Pte Ltd has minor outsourcing arrangements in place with apparel manufacturers in Cambodia and Peru, and is currently negotiating outsourcing arrangements with an apparel manufacturer in India.

Logistics Services Agreements

On 1 January 2005, Ghim Li Global Pte Ltd entered into a Logistics Services Agreement with Ghim Li Fashion (Malaysia) Sdn Bhd (GL Malaysia), with an effective date of 1 January 2005. Under the Logistics Services Agreement, GL Malaysia appoints Ghim Li Global Pte Ltd to provide logistics and related services in connection with the export of apparel manufactured by GL Malaysia. In consideration of Ghim Li Global Pte Ltd providing these services, GL Malaysia shall pay to Ghim Li Global Pte Ltd a sum equal to 0.5% of the payment to be received by Ghim Li Global Pte Ltd from orders received from its customers. Accordingly, Ghim Li Global Pte Ltd retains 10.5% in aggregate of the payments it receives from its customers when GL Malaysia manufactures the apparel under the Outsourcing Agreement and the Logistics Services Agreement.

The Logistic Services Agreement has a term of 1 year, renewable by Ghim Li Global Pte Ltd in its sole and absolute discretion for further successive 1-year periods.

Ghim Li Global Pte Ltd has entered into another Logistics Services Agreement with Jati Freeedom Textile Sdn Bhd on similar terms but for 1% of the payment to be received by Ghim Li Global Pte Ltd from orders received from its customers.

Master Garment Expert Solutions Agreement

On or about 1 June 2005, GHz Technologies Pte Ltd entered into a Master Garment Expert Solutions Agreement with GLIT Holdings Pte Ltd.

Under the Master Garment Expert Solutions Agreement, GHz Technologies Pte Ltd sells to GLIT Holdings Pte Ltd numerous items of hardware equipment and also grants a non-exclusive licence to use numerous items of software, which the parties describe as a "garment expert solution", for approximately US$2.7 million. In addition, GHz Technologies Pte Ltd agreed to install the hardware, provide training and technical support and ongoing maintenance for at least 13 months. GHz Technologies Pte Ltd indemnifies GLIT Holdings Pte Ltd in certain circumstances from damages arising out of any infringement of intellectual property rights.

12.7.5 Information Technology

Arrangements with Geac Computers (S) Pte Ltd

On 4 May 2005 Ghim Li Global Pte Ltd entered into a Deed of Novation with Ghim Li Holdings Co. Pte Ltd and Geac Computers (S) Pte Ltd whereby Ghim Li Holdings Co. Pte Ltd novates to Ghim Li Global Pte Ltd its present and future right, title and interest in specified agreements with Geac Computer (S) Pte Ltd. The specified agreements include the non-transferable licence of software from Geac Computer (S) Pte Ltd, the provision of IT services and hardware by GEAC Computer (S) Pte Ltd, including the IT infrastructure required to run and maintain operations in the areas of sales and marketing, order fulfilment, production planning, procurement, production execution, financial analysis and workflow management.

Geac Computers (S) Pte Ltd undertakes to Ghim Li Global Pte Ltd all of its obligations in respect of the specified agreements and all future obligations, in place of its obligations to Ghim Li Holdings Co. Pte Ltd. Ghim Li Global Pte Ltd also undertakes to Geac Computers (S) Pte Ltd to fulfill all of its obligations under the various agreements as the transferee of those agreements, including hardware costs, software fees, and service fees.

Arrangements with Guangzhou Zhonghe Scientific & Technology Limited

On 4 May 2005, Ghim Li Global Pte Ltd entered into a Deed of Assignment with Ghim Li Holdings Co. Pte Ltd. Ghim Li Holdings Co. Pte Ltd assigns to Ghim Li Global Pte Ltd its present and future right, title and interest in specified agreements with Guangzhou Zhonghe Scientific & Technology Limited. Guangzhou Zhonghe Scientific & Technology Limited has acknowledged receipt of the Notice of Assignment given pursuant to this Deed of Assignment. The specified agreements include the contracts engaging Guangzhou Zhonghe Scientific & Technology Limited to conduct software research and development, the non-exclusive licence, non-transferable licence of Guangzhou Zhonghe Scientific & Technology Limited's software, and the purchase of RFID hardware. The suite of software includes "Garment Expert", a middleware application suite facilitating communication and exchange of information between each production arm and factory and the central database at Singapore headquarters, including through RFID. Guangzhou Zhonghe Scientific & Technology Limited warrants that the goods it provides are free of defects.

12.7.6 Real Property

On 13 October 2003, Ghim Li Global Pte Ltd entered into a Lease Agreement with Bermuda Trust (Singapore) Limited, as trustee of Ascendas Real Estate Investment Trust, the lessor of the property under a head lease of the property from Jurong Town Corporation. The lease is in respect of 6,000 square feet of industrial property at No. 41 Changi South Avenue 2, Ghim Li Building, Singapore 486153. The term of the lease is 10 years. Current rent is approximately S$1.5 million, increasing by an agreed amount annually to a maximum of approximately S$2 million in the final year of the lease.

12.7.7 Global Trader Programme Incentive Award

The International Enterprise Singapore Board approved the award of The Global Trader Programme status to Ghim Li Global Pte Ltd for a period of 5 years from 1 January 2003. The status of Global Trader Programme is subject to certain conditions. The Directors believe that Ghim Li Global Pte Ltd has met, and will be able to continue to meet, the conditions of the Global Trader Programme.

A tax concession is granted such that Singapore income tax is paid at a rate of 10% on income derived from qualifying transactions. The tax concession is valid until 31 December 2007. Transactions qualify if they are off-shore sales of apparel. The tax concession is subject to certain conditions concerning the business plan of Ghim Li Global Pte Ltd.

12.7.8 Broker Agreement

On 9 November 2005, GLG executed a capital raising mandate letter issued by Tricom Equities Limited. The mandate letter confirmed the appointment of Tricom Equities Limited as sole lead manager and broker to the Offer. GLG agrees to pay Tricom Equities Limited 4% of funds raised under the Offer upon completion of the Offer. GLG agrees to reimburse Tricom Equities Limited for any out of pocket expenses, including up to $15,000 in legal fees. GLG indemnifies Tricom Equities Limited, its directors and employees for any loss arising from the activities of Tricom Equities Limited contemplated in the capital raising mandate letter.

12.8. Litigation

As at the date of this Prospectus, neither GLG nor any of the Operating Companies are involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against GLG or any of the Operating Companies, or circumstances reasonably likely to result in legal proceedings being taken against GLG or any of the Operating Companies.

12.9. Corporate Governance

The directors of GLG have established a corporate governance framework designed to ensure that GLG meets market expectations for a listed company and to protect and enhance interests of Shareholders. GLG's corporate governance policies also recognise and reflect the current shareholding of GLG. Below is a summary of the corporate governance framework of GLG – the full text of GLG's corporate governance policies is available on its website www.glgcorpltd.com.au.

The Board

The Board of GLG is made up of 3 non-executive directors (all of whom are independent) and 3 executive directors including the executive Chairman and the CEO. Details of the directors and their qualifications are set out in section 6.

The Board has carefully considered the appropriate size for the board of GLG and believes that, for a company of the size and nature of GLG, the current number of six directors is most appropriate.

GLG believes that the Board, as currently composed, has the necessary skills and motivation to ensure that GLG performs strongly, notwithstanding that its overall composition does not fully meet ASX guidelines on independence.

Role of the Board

The Board is committed to maximising performance, generating appropriate levels of shareholder value and financial return and sustaining its supply chain management business.

The role of the Board is to provide strategic guidance for GLG and effective oversight of management. The Board has established a framework outlining its responsibilities and those that are delegated to senior management.

Board Committees

The Board has established two committees: an Audit Committee, and a Nomination and Remuneration Committee.

The Board does not believe that additional committees are appropriate or necessary for GLG in its current form. The Board has decided against the establishment of a separate risk management committee as this role is undertaken by management, reviewed by the Audit Committee and approved by the Board.

Audit Committee

The role of the Audit Committee is to monitor and review, on behalf of the Board, the effectiveness of the control environment of GLG in the areas of operational and balance sheet risk, legal/regulatory compliance and financial reporting.

The Audit Committee is also responsible for reviewing the Company's risk management program.

The Audit Committee currently comprises Ernest Seow Teng Peng (Chair), Samuel Scott Weiss and Christopher Chong Meng Tak, all of whom are independent directors. Each of these members has the financial and business expertise to act effectively as members of the Audit Committee.

Nomination and Remuneration Committee

The role of the Nomination and Remuneration Committee is to assist and advise the Board on matters relating to the appointment and remuneration of the non-executive directors, Executive Chairman, Chief Executive Officer, Company Secretary, CFO, and other senior executives and employees of GLG.

The Nomination and Remuneration Committee is currently comprised of three members, Samuel Scott Weiss (Chair), Ernest Seow Teng Peng, and Estina Ang Suan Hong. Two of these members are independent directors.

Board Meetings

The Board plans to have at least six scheduled meetings per year, but will meet more frequently if requested or necessary.

Board Appointments

Each non-executive Director has signed, and all future non-executive Directors will sign, a letter of appointment setting out the terms of his or her appointment as a non-executive Director.

12 Additional Information

Risk Management

The Board believes that it has ultimate responsibility to ensure that the Company's risk management systems are both in place and effective. The Company's risk management program is managed by the CEO and the CFO, reviewed by the Audit Committee and approved by the Board. The program is designed to ensure risks (strategic, operational, legal, reputational and financial) are identified, assessed, addressed and monitored to enable the Company to achieve its business objectives.

GLG Code of Conduct

The GLG Code of Conduct requires that Directors and employees act with integrity, objectivity and in compliance with the letter and spirit of the law and Company policies.

Dealings in GLG's Securities by Directors and Employees

Directors and officers of GLG are prohibited from trading in GLG securities apart from certain periods specified in GLG's Employee Share Trading Policy. Directors and officers must also inform the Chairman of their intention to trade in GLG's securities at least 24 hours prior to any proposed trade.

GLG intends to run an education program to ensure that its employees are aware of their legal obligations with respect to insider trading.

Communication with Shareholders and the Market

GLG is committed to ensuring that all shareholders and the financial markets are provided with full and timely information about its activities.

GLG intends to post all company announcements, including annual and half-year reports, on its website, www.glgcorpltd.com.au, as soon as practicable after it is disclosed to ASX.

12.10. Governing Law

This Prospectus, the Offer and the contracts formed on acceptance of Applications under the Offer are governed by the law applicable in New South Wales, Australia. Each Applicant submits to the exclusive jurisdiction of the Courts of New South Wales, Australia.

12.11. Taxation Implications for Shareholders

Please refer to section 10 for an overview of the tax consequences for investors who acquire Shares after subscribing to the Offer.

12.12. Interest of Directors

Other than as set out below, or described elsewhere in this Prospectus, no Director holds, at the Prospectus Date, or has held in the two years prior to the Prospectus Date, any interest in:

- the formation or promotion of GLG;
- property acquired or to be acquired by GLG in connection with:
  - its formation or promotion of GLG;
  - the Offer; or
  - the Offer.

Other than as set out below, or described elsewhere in this Prospectus, no person has paid, or agreed to pay, an amount or give or agreed to give any benefit to a Director, or proposed Director:

- to induce them to become, or to qualify as, a Director; or
- for services provided by a Director in connection with:
  - the formation or promotion of GLG; or
  - the Offer.

A company associated with Estina Ang commenced an action against Estina Ang's ex-husband for monies that were advanced to him. The ex-husband is counter claiming S$10 million against Estina Ang and her daughter, Surina Gan. In the event that the matter proceeds to trial and the court finds in favour of Estina Ang's ex-husband, the quantum of damages awarded could have a material effect on the financial standing of Estina Ang and could make Surina Gan bankrupt. Estina Ang has informed her fellow Directors that: she has been advised that she has a strong case; she has been advised that it could take 1 to 2 years before the case is settled, particularly if further rights of appeal were exercised; and she has the financial resources to meet any judgment without recourse to her investment in the Company. Surina Gan's service agreement may be terminated by Ghim Li Global Pte Ltd in the event that she is made bankrupt.

Christopher Chong is a partner of ACH Investments Pte Ltd, which has provided corporate advice to the Vendor with respect to the Offer. The Vendor has agreed to pay ACH Investments Pte Ltd A$150,000 for the provision of these services.

Each Director has entered into a Director's Deed of Indemnity and Right of Access to Documents pursuant to which GLG agrees to:

- indemnify each Director to the full extent permitted by law against all liability arising as a result of acting as a Director;
- maintain, permit access to, and provide copies on request, of records which relate to the period while the Director was acting as a director; and
- provide and pay for insurance of each Director to the full extent permitted by law against directors and officers liability.

The obligation of GLG to provide the indemnity, right of access to documents and insurance described above in respect of each Director is for the period from the date which that Director started acting as a director until the 7th anniversary of the date upon which that Director ceases acting as a director.

12.13. Directors' Shareholdings

The interest, if any, of a Director and parties related to that Director, in Shares is disclosed in the table below:

Director	Date of the Prospectus	Completion of Acquisition and Prospectus Offer
Estina Ang	1 Share (beneficial)	If Minimum Subscription: 54.83 million Shares (beneficial), and up to 62.13 million Shares (beneficial) if Maximum Subscription
Soh Guan Kiat	Nil	Nil
Eu Mun Leong	Nil	Nil
Sam Weiss	Nil	Up to 100,000 Shares (beneficial)
Ernest Seow	Nil	Up to 100,000 Shares (beneficial)
Christopher Chong	Nil	Up to 100,000 Shares (beneficial)

The Directors may participate in the Offer.

12.14. Interest of Experts and Advisers

Except as set out below or described elsewhere in this Prospectus, no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus has, or has had in the two years before the lodgement of the Prospectus, an interest in:

- the formation or promotion of GLG;
- any property acquired or proposed to be acquired by GLG in connection with its formation or promotion or the Offer; or
- the Offer,

and no amounts (whether in cash or shares or otherwise) have been paid or agreed to be paid, and no one has been given or agreed to give a benefit, to any such person for services rendered in connection with the promotion or formation of GLG or the Offer.

Gadens Lawyers has acted as Australian legal advisers to the Offer and has been paid A$322,000, excluding GST and disbursements, up to the date of the Prospectus for the provision of legal services in connection with the Offer. Should further work be required of Gadens Lawyers which falls outside its agreed scope of work, it will be paid for those services according to their time based charges.

Tricom Equities Limited has acted as sole Lead Manager and Broker to the Offer and will be paid 4% of the funds raised under the Offer.

Deloitte Touche Tohmatsu (Australia) is GLG's auditor and has also acted as Investigating Accountant with respect to the Offer and had been paid approximately A$100,000 (excluding GST) for preparing the Investigating Accountants Report which appears in section 8 of this Prospectus and performed work in relation to due diligence inquiries concerning the historical financial information included in the Prospectus. Should further work be required of Deloitte Touche Tohmatsu those services will be paid for according to their normal time based charges.

Deloitte Corporate Finance Pty Limited has prepared the Review of Directors' Financial Forecasts Report which is included in section 8. GLG has agreed to pay the fees for Deloitte Corporate Finance Pty Limited for these services on the basis of time and costs incurred. These fees are expected not to exceed A$170,000 (excluding GST).

Deloitte Growth Solutions Pty Limited has provided taxation advice with respect to the Offer and had been paid approximately A$35,000 for the provision of taxation advice in connection with the Offer, including the taxation report which appears in section 10 of this Prospectus. Should further work be required of Deloitte Growth Solutions Pty Ltd those services will be paid for according to their normal time based charges.

Deloitte & Touche (Singapore) has reviewed the half year results for the 6-month period ended 30 June 2005 of Ghim Li Global Pte Ltd and GG Textiles Co. Pte Ltd and has been paid approximately A$41,000 for the provision of these services. Deloitte & Touche (Singapore) also acts as Auditor to the Vendor.

Grant Thornton Corporate Finance have prepared the Share Valuation Report which is included in section 9 and has been paid approximately A$50,000 for the provision of these services.

12.15. Expenses of the Offer

The approximate expenses of the Offer (excluding any applicable GST and reimbursement or out of pocket expenses) are between A$1.3 million and A$1.6 million. The expenses of the Offer will be paid out of the proceeds of the Offer.

Except as set out above or elsewhere in this Prospectus, no sums have been paid or agreed to be paid to any professional adviser or other person in cash, shares or otherwise by any person in connection with the formation or promotion of GLG. Certain parties and employees of the above firms may subscribe for Shares in the Offer.

12.16. Profitability and working capital statements

The Directors confirm that the Business continues to earn profit from continuing operations.

The Directors believe that, on completion of the Offer and the Acquisition, GLG will have sufficient working capital to carry out its objectives as stated in this Prospectus.

12.17. Consents

None of the parties referred to below has made, or purports to have made any statement that is included in this Prospectus or any statement on which a statement made in this Prospectus is based other than as specified below.

Each of the parties referred to below, to the maximum extend permissible by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than the reference to its name and the statement or report included in this Prospectus with the consent of that party as specified below.

Gadens Lawyers has given and, before lodgement of this Prospectus, has not withdrawn its written consent to be named in the form and context in which it is named.

Tricom Equities Limited has given and, before lodgement of this Prospectus, has not withdrawn its written consent to be named in the form and context in which it is named.

Ghim Li Group Pte. Ltd. has given and, before lodgement of this Prospectus, has not withdrawn its written consent to be named in the form and context in which it is named.

GLIT Holdings Pte Ltd has given and, before lodgement of this Prospectus, has not withdrawn its written consent to be named in the form and context in which it is named.

Shane Hartwig has given and, before lodgement of this Prospectus, has not withdrawn his written consent to be named in the form and context in which he is named.

Chang See Hiang & Partners has given and, before lodgement of this Prospectus, has not withdrawn its written consent to be named in the form and context in which it is named.

Deloitte Touche Tohmatsu (Australia) has given and has not, before the lodgement of this Prospectus, withdrawn its written consent to being named in this Prospectus and to the inclusion of its Investigating Accountants' Report in this Prospectus in the form and context in which it appears.

Deloitte Corporate Finance Pty Limited has given and, before lodgement of this Prospectus, has not withdrawn its written consent to be named in this Prospectus and to the inclusion of the Review of Directors' Financial Forecasts report in this Prospectus in the form and context in which it appears.

Deloitte Growth Solutions Pty Limited has given and, before lodgement of this Prospectus, has not withdrawn its written consent to be named in this Prospectus and to the inclusion of the taxation report in this Prospectus in the form and context in which it appears.

Deloitte & Touche (Singapore) has given and, before lodgement of this Prospectus, has not withdrawn its written consent to be named in the form and context in which it is named.

Grant Thornton Corporate Finance has given and, before lodgement of this Prospectus, has not withdrawn its written consent to be named in the form and context in which it is named.

Link Market Services Limited has given and, before lodgement of this Prospectus, has not withdrawn its written consent to be named in the form and context in which it is named.

13 Consent to Lodgement

In the opinion of the Directors, there have not been any circumstances which materially affected or will affect the operating or financial performance or value of GLG since the date of the accounts used in the preparation of the Investigating Accountants' Report, except as disclosed in this Prospectus.

Every Director of GLG has consented to the lodgement of this Prospectus with ASIC under the Corporations Act and this Prospectus has been signed by the Chairman of GLG.

Estina Ang
EXECUTIVE CHAIRMAN
9 November 2005


shade card
ISACORD

Glossary

"90:10 Formula"	The Business has a contract with the manufacturers of the Approved Manufacturers whereby the Business receives 10 cents out of every dollar in sales receipts. The remaining 90 cents is paid to the manufacturer. This is known as the 90:10 Formula
"Acquisition"	The restructure of the Business by the sale of the Operating Companies from the Vendor to GLG. The Acquisition is conditional on the Minimum Subscription being achieved.
"Acquisition Agreement"	The agreement between GLG and the Vendor, under which GLG agrees to acquire the Operating Companies from the Vendor as described in section 12.7.1.1
"Acquisition Shares"	The Shares to be issued to the Vendor pursuant to the Acquisition as described in section 12.7.1.1
"Act"	Corporations Act 2001
"AEDST"	Australian Eastern Daylight Savings Time
"Application"	An application under this Prospectus
"Application Form"	An application form contained in this Prospectus. No Application will be accepted if sent in electronic form
"Approved Manufacturers"	Being the group of manufacturers that are approved and qualified to manufacture apparel for the Business
"ASIC"	Australian Securities and Investments Commission
"ASTC"	ASX Settlement and Transfer Corporation Pty Ltd
"ASX"	Australian Stock Exchange
"A$"	Australian Dollar; calculation rate used in this document is A$0.75 = US$1.00
"Business"	The supply chain management business conducted by the Operating Companies, to be sold to GLG on completion of the Offer
"CAD"	Computer Aided Design
"Chairman"	Estina Ang Suan Hong
"CHESS"	Clearing House Electronic Subregister System
"Closing Date"	2 December 2005
"Company" or "GLG"	GLG Corp Ltd (ACN 116 632 958)
"Constitution"	The constitution of GLG
"Directors" or "Board"	Board of Directors of GLG
"EBITDA"	Earnings before interest, tax, depreciation and amortisation
"EBIT"	Earnings Before Interest and Tax
"EDI" system	Electronic Data Interchange system. The Company monitors a customer's sales, and is able to carry out independent, fast-moving replenishment of stocks for customers at any time. The Company takes over the position of holding the inventory for customers; if the styles or sizes of stock run low, GLG is notified electronically and can replace immediately from their inventory hold in the warehouse
"Entelechy"	Entelechy Holdings Corporation Ltd
"ERP" system	Electronic Resource Planning system

Glossary

"EU"	European Union
"EV"	Enterprise Value
"Federated"	Federated Department Stores, Inc. will merge with May Department Stores, effective 1 February 2006. The merged entity will trade as Macy's and Bloomingdales
"FOB" price	Free-on-board price
"Foot Locker"	Foot Locker Retail Inc.
"FTA"	Free Trade Agreements
"FY"	Financial Year, ending 30 June
"Garments"	The number of garments in pieces (not dozens)
"GLIT"	The group of companies that manufacture apparel that are, prior to the Restructure, wholly owned by Ghim Li Group Pte. Ltd.
"Grant Thornton Corporate Finance"	Grant Thornton Corporate (NSW) Pty Ltd
"Greige"	Fabric in unfinished state, that is, after it has been woven or knit but before it is dyed or finished
"GST"	Goods and Services Tax
"HIN"	Holder Identification Number
"IMU" price	Initial Mark-Up price
"Investigating Accountants"	Deloitte Touche Tohmatsu
"Investigating Accountants' Report"	Investigating Accountants' Report on Pro Forma Financial Information, prepared by Deloitte Touche Tohmatsu, contained in section 8 of this Prospectus
"Information Line"	GLG's Information Line, 1800 207 622 (within Australia) or +61 2 9615 9834 (outside Australia)
"Lead Manager"	Lead Manager and Broker to the Offer, Tricom Equities Limited
"Listing Rules"	ASX Listing Rules
"Logo"	The logo depicted on page 11 of the Prospectus
"Management"	The management of GLG
"Maximum Amount"	The maximum amount that can be raised by the Offer, namely A$15.6 million
"Maximum Subscription"	The maximum number of Shares that can be subscribed for under the Offer, namely 15.6 million Shares
"May" and "May Department Stores"	May Department Stores International, Inc., which will merge with Federated Department Stores, Inc., effective 1 February 2006. The merged entity will trade as Macy's and Bloomingdales
"Mervyn's" and "Mervyn's California"	Mervyn's Corporation
"MFA"	Multi-Fibre Arrangement
"Minimum Amount"	The minimum amount that can be raised by the Offer, namely A$8.2 million
"Minimum Subscription"	The minimum number of Shares that can be subscribed for under the Offer, namely 8.2 million Shares

“NPAT”	Net Profit after Tax
“Offer”	Being the offer of 15.6 million Shares at $1.00 per share
“Offer Price”	$1.00
“Operating Companies”	The group of operating subsidiaries, as depicted in section 3.2, to be sold to GLG by the Vendor upon the successful completion of the Offer
“PER”	Price Earnings Ratio
“Prospectus”	This Prospectus, dated 28 October 2005, including the Application Form. Prospectus also includes the electronic version of this Prospectus
“Quota System”	Being the system of quotas that was managed by the WTO and that controlled the amount of textiles and apparel that could be sold by one country into another country that wished to adopt the system. The WTO’s Quota System officially ended on 31 December 2004
“Restructure”	The sale of GLIT from Vendor to the management of GLIT and to a charity pursuant to the agreement described under the heading “Restructure” in section 12.7.4
“RFID”	Radio Frequency Identity
“SARS”	Severe Acute Respiratory Syndrome
“Sears”	Sears Holding Corporation
“Senior Management”	The senior management team of GLG comprising the Chief Executive Officer, Chief Financial Officer, Chief Marketing Officer, Chief Operating Office (Textile) and Chief Operating & Business Development Officer
“Shareholder”	A holder of one or more fully paid ordinary Shares in GLG
“Share” or “Shares”	Ordinary fully paid up Shares of GLG
“Share Registry/Registrar”	Link Market Services Limited
“Share Valuation Report”	The share valuation report dated 9 November 2005 issued by Grant Thornton Corporate Finance
“SIBOR”	Singapore Interbank Offer Rate
“Supima”	A high quality grade of cotton from the USA which has characteristics of lustre and silkiness
“S$”	Singaporean Dollar
“Target”	Target Corporation
“Tax Law”	Revenue law applicable to a specific operating entity of Operating Company
“TR”	Trust Receipt
“USA” or “US”	United States of America
“US$”	American dollar; calculation rate used in this document is AUD/USD of 0.75
“Vendor”	The Ghim Li Group Pte. Ltd. (Reg No 200310183R), which will sell the Operating Companies to GLG
“Wal-Mart”	Wal-Mart Stores, Inc.
“WRAP”	Worldwide Responsible Apparel Production
“WTO”	World Trade Organisation

Corporate Directory

GLG Corp Ltd
Registered Office
Level 5, 33 York Street
Sydney NSW 2000
Australia

Ghim Li Global Pte Ltd
No. 41 Changi South Avenue 2
Singapore 486153

Directors
Estina Ang Suan Hong
Samuel S. Weiss
Soh Guan Kiat
Eu Mun Leong
Christopher Chong Meng Tak
Ernest Seow Teng Peng

Company Secretary
Mr Shane Hartwig

Share Registry
Link Market Services Limited
Level 4, 333 Collins Street
Melbourne VIC 3000
Australia

Lead Manager and Broker to the Offer
Tricom Equities Limited
Level 10, Exchange House
10 Bridge Street
Sydney NSW 2000
Australia

Investigating Accountants
Deloitte Touche Tohmatsu
ANZ Centre
Level 9, 22 Elizabeth Street
Hobart TAS 7000
Australia

Lawyers to the Offer
Gadens Lawyers
Skygarden Building
77 Castlereagh Street
Sydney NSW 2000
Australia

Auditor of the Company
Deloitte Touche Tohmatsu
ANZ Centre
Level 9, 22 Elizabeth Street
Hobart TAS 7000
Australia

Auditor of the Vendor
Deloitte & Touche
6 Shenton Way #32-00
DBS Building Tower Two
Singapore 068809

Pin cheque(s) here (do not staple)

GLG Corp Ltd

ACN 116 632 958

Broker Code

Adviser Code

Public Offer Application Form

This is an Application Form for Shares in GLG Corp Ltd under the Public Offer on the terms set out in the Prospectus dated 9 November 2005. You may apply for a minimum of 2,000 Shares and multiples of 100 thereafter. This Application Form and your cheque or bank draft must be received by **5.00pm (AEDST) on 2 December 2005**.

If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus contains information relevant to a decision to invest in Shares and you should read the entire Prospectus carefully before applying for Shares.

A Shares applied for , , at Price per Share **A$1.00**

B Application Money **A$** , , .

(minimum 2,000 Shares, thereafter in multiples of 100 Shares)

PLEASE COMPLETE YOUR DETAILS BELOW (refer overleaf for correct forms of registrable names)

C Applicant

Surname/Company Name

Title First Name Middle Name

Joint Applicant #2

Surname

Title First Name Middle Name

Designated account e.g. <Super Fund> (or Joint Applicant #3)

D TFN/ABN/Exemption Code

First Applicant Joint Applicant #2 Joint Applicant #3

TFN/ABN type – if NOT an individual, please mark the appropriate box ☐ Company ☐ Partnership ☐ Trust ☐ Super Fund

E **PLEASE COMPLETE ADDRESS DETAILS**

PO Box/RMB/Locked Bag/Care of (c/-)/Property name/Building name (if applicable)

Unit Number/Level Street Number Street Name

Suburb/City or Town State Postcode

Email address (only for purpose of electronic communication of shareholder information)

F CHESS HIN (if you want to add this holding to a specific CHESS holder, write the number here)

X

Please note: that if you supply a CHESS HIN but the name and address details on your Application Form do not correspond exactly with the registration details held at CHESS, your Application will be deemed to be made without the CHESS HIN and any Shares issued as a result of the Offer will be held on the issuer sponsored sub-register.

G Telephone Number where you can be Contacted during Business Hours ( ) Contact Name (PRINT)

Cheques or bank drafts should be made payable to "GLG Corp Ltd – Initial Public Offering" in Australian currency and crossed "Not Negotiable".

H Cheque or bank draft Number BSB - Account Number

NO SIGNATURES ARE REQUIRED ON THIS FORM

LODGEMENT INSTRUCTIONS You must return your application so it is received before 5.00pm (AEDST) on 2 December 2005 to: GLG Corp Ltd Offer Account Link Market Services Limited, GPO Box 2785, Melbourne, Vic, 3001.

GLE IPO001

GLE IPO001

Your Guide to the Application Form

Please complete all relevant white sections of the Application Form in BLOCK LETTERS, using black or blue ink. These instructions are cross-referenced to each section of the form.

The shares to which this Application Form relates are GLG Corp Ltd ("GLG Corp") shares. Further details about the shares are contained in the Prospectus dated 9 November 2005 issued by GLG Corp Ltd. The Prospectus will expire on 9 December 2006. While the Prospectus is current, GLG Corp Ltd will send paper copies of the Prospectus, any supplementary document and the Application Form, free of charge on request.

The Australian Securities and Investment Commission requires that a person who provides access to an electronic application form must provide access, by the same means and at the same time, to the relevant Prospectus. This Application Form is included in the Prospectus.

The Prospectus contains Important Information about investing in the shares. You should read the Prospectus before applying for shares.

A Insert the number of Shares you wish to apply for. The Application must be for a minimum of 2,000 Shares and thereafter in multiples of 100 Shares. You may be issued all of the Shares applied for or a lesser number.

B Insert the relevant amount of Application Money. To calculate your Application Money, multiply the number of Shares applied for by the issue price. Amounts should be in Australian dollars. Please make sure the amount of your cheque or bank draft equals this amount.

C Write the full name you wish to appear on the register of Shares. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table below for the correct registrable title.

D Enter your Tax File Number (TFN) or exemption category. Business enterprises may alternatively quote their Australian Business Number (ABN). Where applicable, please enter the TFN or ABN for each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of TFN(s) and ABN(s) is not compulsory and will not affect your Application. However, if these are not provided, GLG Corp Ltd will be required to deduct tax at the highest marginal rate of tax (including the Medicare Levy) from payments.

E Please enter your postal address for all correspondence. All communications to you from GLG Corp Ltd and the Share Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

F If you are already a CHESS participant or sponsored by a CHESS participant, write your Holder Identification Number (HIN) here. If the name or address recorded on CHESS for this HIN is different to the details given on this form, your Shares will be issued to GLG Corp Ltd's issuer sponsored subregister.

G Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your Application.

H Please complete the details of your cheque or bank draft in this section. The total amount should agree with the amount shown in section B. Make your cheque or bank draft payable to "GLG Corp Ltd – Initial Public Offering" in Australian currency and cross it "Not Negotiable". Your cheque or bank draft must be drawn on an Australian bank. Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected. Pin (do not staple) your cheque or bank draft to the Application Form where indicated.
If you receive a firm allocation of Shares from your Broker make your cheque payable to your Broker in accordance with their instructions.

LODGEMENT INSTRUCTIONS

This Application Form and your cheque or bank draft must be mailed or delivered so that it is received before 5.00 pm (AEDST) on 2 December 2005 at:

GLG Corp Ltd Offer Account
C/- Link Market Services Limited
GPO Box 2785
Melbourne VIC 3001

GLG Corp Ltd Offer Account
C/- Link Market Services Limited
Level 4, 333 Collins Street
Melbourne Victoria
(do not use this address for mailing purposes)

Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website (www.linkmarketservices.com.au).

CORRECT FORMS OF REGISTRABLE NAMES

Note that ONLY legal entities are allowed to hold Shares. Applications must be in the name(s) of natural persons or companies. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mrs Katherine Clare Edwards	K C Edwards
Company Use Company's full title, not abbreviations	Liz Biz Pty Ltd	Liz Biz P/L or Liz Biz Co.
Joint Holdings Use full and complete names	Mr Peter Paul Tranche & Ms Mary Orlando Tranche	Peter Paul & Mary Tranche
Trusts Use the trustee(s) personal name(s)	Mrs Alessandra Herbert Smith <Alessandra Smith A/C>	Alessandra Smith Family Trust
Deceased Estates Use the executor(s) personal name(s)	Ms Sophia Garnet Post & Mr Alexander Traverse Post <Est Harold Post A/C>	Estate of late Harold Post or Harold Post Deceased
Minor (a person under the age of 18 years) Use the name of a responsible adult with an appropriate designation	Mrs Sally Hamilton <Henry Hamilton>	Master Henry Hamilton
Partnerships Use the partners' personal names	Mr Frederick Samuel Smith & Mr Samuel Lawrence Smith <Fred Smith & Son A/C>	Fred Smith & Son
Long Names	Mr Hugh Adrian John Smith-Jones	Mr Hugh A J Smith Jones
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s)	Mr Alistair Edward Lilley <Vintage Wine Club A/C>	Vintage Wine Club
Superannuation Funds Use the name of the trustee of the fund	XYZ Pty Ltd <Super Fund A/C>	XYZ Pty Ltd Superannuation Fund

Put the name(s) of any joint Applicant(s) and/or account description using < > as indicated above in designated spaces at section C on the Application.

GLG CORP LTD

Level 5, 33 York Street | Sydney NSW 2000 | Australia